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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-04/12/99--01063--003
*****70.00 *****70.00

CORPORATION(S) NAME

Nobel Education Dynamics Florida, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

04/12/99

RECEIVED
99 APR 12 AM 11:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/12/99

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Nobel Education Dynamics Florida, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 23-2991279
(FEI number, if applicable)
4. 8/22/97
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 3/26/99
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. Rose Tree Corporate Center II,
1400 N. Providence Rd., Suite 3055, Media, PA 19063
(Current mailing address)
8. Ownership and operation of private schools
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

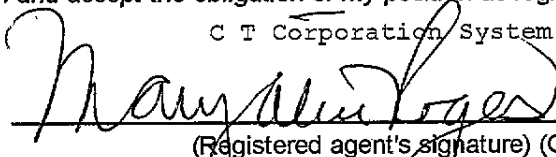
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

MARY ALICE ROGERS
Special Assistant Secretary
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Barry Swirsky, Assistant Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Barry Swirsky, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Officers of Nobel Education Dynamics Florida, Inc.:

| | |
|---|---|
| A.J. Clegg, Chairman; Assistant Secretary | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| Daryl Dixon, President; Assistant Secretary | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| Yvonne DeAngelo, Secretary and Treasurer | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| John R. Frock, Executive Vice President; Assistant Secretary | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| William Bailey, Vice President; Assistant Secretary | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| Denise Price, Vice President; Assistant Secretary | 2755 Conway Drive Pensacola, FL 32503 |
| Robin Eglin, Vice President; Assistant Secretary | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| Barbara Presseisen, Vice President, Assistant Secretary | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| Barry S. Swirsky, Assistant Secretary | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |

Directors of Nobel Florida

| | |
|------------------|---|
| William Bailey | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| A.J. Clegg | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| B. Robin Eglin | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| John R. Frock | 1400 N. Providence Rd., Suite 3055 Media, PA 19063 |
| Libo B. Fineberg | 3500 Gateway Drive, Suite 201 Coral Gables, FL 33069 |
| Renee Goldman | 1570 Town Center Weston, FL 33326 |

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TALLAHASSEE, FLORIDA

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NOBEL EDUCATION DYNAMICS FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9676529

DATE: 04-08-99