

F990000002980



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 268126 4302480

AUTHORIZATION : Patricia Pizit

COST LIMIT : \$ 87.50

ORDER DATE : June 9, 1999

ORDER TIME : 2:43 PM

000002899960--5

ORDER NO. : 268126-005

CUSTOMER NO: 4302480

CUSTOMER: John C. Sorensen, Paralegal
Bingham, Dana, Murase
399 Park Avenue
21st Floor
New York, NY 10022-4689

FOREIGN FILINGS

NAME: CAMBRIDGE ACADEMIES INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

W99-13492
99 JUN -9 AM 11:32
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
99 JUN -9 PM 3:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AL JUN 10 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 9, 1999

CSC

SUBJECT: CAMBRIDGE ACADEMIES INC.
Ref. Number: W99000013492

We have received your document for CAMBRIDGE ACADEMIES INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being retained for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 999A00031227

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Alan T. Olkes, Secretary of Cambridge Academies Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted by unanimous written consent dated as of June 9, 1999.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name Cambridge Day Schools for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."


Alan T. Olkes, Secretary

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**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. Cambridge Academies 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. 04-3466383

(FEI number, if applicable)

4. March 19, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Corporation has not to date conducted business in Florida.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1770 Massachusetts Avenue, Suite #212

Cambridge, MA 02140

(Current mailing address)

8. Any lawful corporate act or activity permitted under Delaware General Corporation Law and the
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) laws of the State of
Florida

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip code)

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10. **Registered agent's 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 obligations of my position as registered agent.

Deborah D. Skipper

(Registered agent's signature)

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: John J-H Kim

Address: 1770 Massachusetts Avenue, Suite #212
Cambridge, MA 02140

Vice Chairman: _____

Address: _____

Director: Alan T. Olkes

Address: 8300 N.W. 53rd Street, Suite #308
Miami, FL 33166

Director: Octavio J. Visiedo

Address: 8300 N.W. 53rd Street, Suite #308
Miami, FL 33166

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John J-H Kim

Address: [same as shown above for Mr. Kim]

Vice President: _____

Address: _____

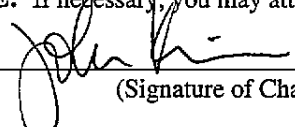
Secretary: Alan T. Olkes

Address: [same as shown above for Mr. Olkes]

Treasurer: John J-H Kim

Address: [same as shown above for Mr. Kim]

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

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

14. John J-H Kim, President

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
98 JUN -9 AM 11:32

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAMBRIDGE ACADEMIES 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 FIRST DAY OF JUNE, A.D. 1999.


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAMBRIDGE ACADEMIES INC." WAS INCORPORATED ON THE NINETEENTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3019372 8300

991218533


Edward J. Freel, Secretary of State

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AUTHENTICATION:

06-01-99

DATE:

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DIVISION OF CORPORATIONS
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