

The Law Offices of  
**MOYLE  
FLANIGAN  
KATZ  
RAYMOND  
& SHEEHAN  
P.A.**

POST OFFICE BOX 3888 (ZIP 33402-3888)  
605 NORTH FLORIAN DRIVE, 9TH FLOOR  
WEST PALM BEACH, FLORIDA 33401-4025

TELEPHONE (561) 659-7500  
FACSIMILE (561) 659-1789

OTHER OFFICE:  
TALLAHASSEE

WRITER'S DIRECT LINE:  
(561) 822-0325

PAUL A. KRASKER  
JON C. MOYLE  
JON C. MOYLE, JR.  
MARSHALL J. OSOFSKY  
MARK E. RAYMOND  
CATHY M. SELLERS  
THOMAS A. SHEEHAN, III  
ROBERT J. SNIFFEN  
MARTA M. SUAREZ-MURIAS  
WILTON L. WHITE  
BRIAN L. WOLINETZ

OF COUNSEL:  
DANIEL K. CORBETT  
THOMAS A. HICKEY  
WILLIAM J. PAYNE

March 30, 2001

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

200003944432--6  
-04/03/01--01007--003  
\*\*\*\*125.00 \*\*\*\*\*78.75

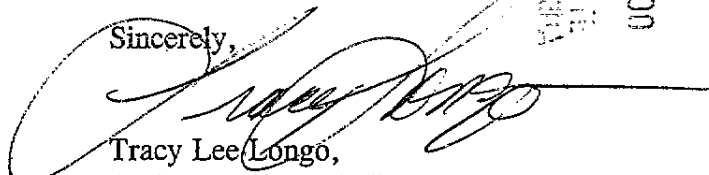
Re: Incorporation of Professional Learning Center of Jupiter, L.L.C.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Professional Learning Center of Jupiter, L.L.C. along with this law firm's check in the amount of \$125.00 to cover your costs associated with filing the same. Please file the enclosed as soon as possible and forward a date stamped copy of the articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,

  
Tracy Lee Longo,  
Assistant to Paul A. Krasker

/tll  
Enclosures

L01-5436  
QR

**ARTICLES OF ORGANIZATION  
OF  
PROFESSIONAL LEARNING CENTER OF JUPITER, L.L.C.**

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

**ARTICLE I**

The name of this limited liability company is PROFESSIONAL LEARNING CENTER OF JUPITER, L.L.C. ("Company").

**ARTICLE II**

The mailing address and street address of the principal place of business of the Company is 22354 S.W. 57<sup>th</sup> Avenue, Boca Raton, FL 33428. The Company may at its discretion, at any time, change the address of its principal place of business.

**ARTICLE III**

The name and street address of the initial registered agent of this Company is Paul Krasker, 625 North Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida, 33401.

**ARTICLE IV**

The management of this Company shall be vested in a manager. The name and mailing address of the manager ("Manager") is as follows: Lionel Astor, whose address is 22354 S.W. 57<sup>th</sup> Avenue, Boca Raton, Florida 33428.

**ARTICLE V**

The business of this Company shall not be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this Company, unless the manager and the remaining members consent to such a termination of the business of the Company within ninety days of the occurrence of any event which would terminate the existence of this Company.

**ARTICLE VI**

The power to adapt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Manager.

**ARTICLE VII**

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager.

FILED  
MAR -3 PM 5:00  
NOTARY PUBLIC  
JUPITER, FLORIDA

IN WITNESS WHEREOF, I have hereunto subscribed my name this 21<sup>st</sup> day of March, 2001.

Lionel Astor, an Authorized Representative

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 21 day of March, 2001, by Lionel Astor, as the authorized representative of the members, who is personally known to me, OR has produced \_\_\_\_\_ as identification.

Jacqueline Leon  
Notary Name: JACQUILINE LEON  
Notary Public  
Serial (Commission) Number \_\_\_\_\_  
(If any) \_\_\_\_\_

(NOTARY STAMP) Jacqueline Leon  
MY COMMISSION # CC774173 EXPIRES  
October 16, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of registered agent for Professional Learning Center of Jupiter, L.L.C. as provided for in Chapter 608, F.S.*

Paul L  
Paul Krasker, Registered Agent

FILED  
APR -3 PM 5:00  
NOTARY PUBLIC  
STATE OF FLORIDA