

LV 1000014633

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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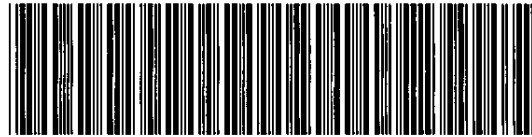
(Business Entity Name)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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07 JUL 13 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restat

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 E. ST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: NICHOLE STONE

DATE: 07/13/07

PLEASE GIVE ORIGINAL SUBMISSION  
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REF. #: 001646.71565

CORP. NAME: NATIONAL YOUTH EDUCATION COUNCIL, LLC

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- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# \_\_\_\_\_ FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
TALLAHASSEE, FLORIDA

RECEIVED

07 JUL 17 PM 3:39

July 16, 2007

NICHOLE STONE  
CORPDIRECT AGENTS  
TALLAHASSEE, FL

SUBJECT: NATIONAL YOUTH EDUCATION COUNCIL, L.L.C.  
Ref. Number: L01000014633

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

We have received your document for NATIONAL YOUTH EDUCATION COUNCIL, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$125.00 payment.

Only \$25.00 is required for this filing. Please contact Buck Kohr at 245-6914 to discuss this.

ALSO, please note that the amended and restated articles must contain a statement that the document is being filed "in accordance with 608.411, Florida Statutes."

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) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 707A00044824

PLEASE GIVE ORIGINAL SUBMISSION  
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**FIRST AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
NATIONAL YOUTH EDUCATION COUNCIL, LLC**

Effective as of July 13, 2007, being filed in accordance with 608.411, Florida Statutes.

**ARTICLE I  
NAME**

The name of the Limited Liability Company (the "Company") is National Youth Education Council, LLC.

**ARTICLE II  
ADDRESS**

The principal office address and mailing address of the Company is 1515 South Federal Highway, Suite 301, Boca Raton, Florida 33432.

**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE &  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent is CorpDirect Agents, Inc. 515 East Park Avenue, Tallahassee, FL 32301.

*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 as registered agent as provided for in Chapter 608, F.S.*

CorpDirect Agents, Inc.

By: 

Name: Ricky Soto

Title: Assistant Secretary

**ARTICLE IV  
MEMBERS**

The Company has one (1) Member. The name and address of the sole Member is:

Member

LeadAmerica Holdings, Inc.,  
a Delaware corporation

Address

1515 South Federal Highway, Suite 301  
Boca Raton, Florida 33432

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Additional Members may be added as provided in the Operating Agreement of the Company.

**ARTICLE V**  
**MANAGEMENT**

The management of the company is fully reserved to the Member as set forth in the Operating Agreement of the Company.


**ARTICLE VI**  
**EFFECTIVE DATE**

The effective date of these Amended and Restated Articles of Organization is July 13, 2007.

**IN WITNESS WHEREOF**, the undersigned Member has executed these Amended and Restated Articles of Organization this 13<sup>th</sup> day of July, 2007.

LEADAMERICA HOLDINGS, INC.

By: National Education Council, Inc.  
Its Sole Member

By:   
Name: Chris M. Salamone  
Title: President