

L01000014633

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

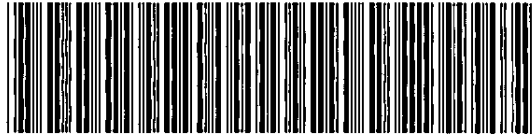
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 07/25/07

REF. #: 001646.72055

CORP. NAME: NATIONAL YOUTH EDUCATION COUNCIL, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" 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 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# 522240 FOR \$ 25.00

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

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 26, 2007

KATIE WONSCH
CORPDIRECT AGENTS
TALLAHASSEE, FL

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

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for NATIONAL YOUTH EDUCATION COUNCIL, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

This document was received in our office on July 25, 2007. It cannot therefore have a prior effective date of July 24, 2007. Please change this.

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: 907A00046639

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
NATIONAL YOUTH EDUCATION COUNCIL, LLC

Effective as of July 25, 2007, being filed in accordance with 608.411, Florida Statutes.

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07 JUL 25 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

Change the name of the Limited Liability Company (the "Company") from National Youth Education Council, L.L.C. to 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: Kate Wonsch

Title: Assistant Secretary

ARTICLE IV
MEMBERS

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

Member

LeadAmerica Holdings, LLC,
a Delaware limited liability company

Address

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

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 Second Amended and Restated Articles of Organization is July 25, 2007.

IN WITNESS WHEREOF, the undersigned Member has executed these Amended and Restated Articles of Organization this 24th day of July, 2007.

. LEADAMERICA HOLDINGS, LLC

By: National Education Council, Inc.
Its Sole Member

By: 
Name: Chris M. Salamone
Title: President