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(Requestor's Name)
(Address)
(Address)
(City/State/Zip/Phone #)
PICK-UP WAIT MAIL
(Business Entity Name)
(Document Number)
Certified Copies Certificates of Status
Special Instructions to Filing Officer:
Conversion
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THE DIZNEY ENGLISH GROUP 603 MAIN STREET P. O. BOX 1100 WINDERMERE, FL 34786-1100

VIA FEDERAL EXPRESS

December 1, 2003

TO: Florida Secretary of State
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32399

Attached please find the following documents in connection with the conversion of an unincorporated business entity to a Florida limited liability company:

- 1> Transmittal Letter
- 2> Certificate of Conversion
- 3> Articles of Organization for Florida Limited Liability Company
- 4> Check payable to "Florida Department of State" for \$ 150.00

Please return a confirmation of this action to my attention.

Thank you.

Sincerely,

Kevin Barkman

Executive Vice-President

TRANSMITTAL LETTER

TO: Registration Section Division of Corporations							
SUBJECT: The Dizney English Group, LLC							
(Name of Limited Liability Company)							
The enclosed Articles of Organization and fee(s) are submitted for filing.							
Please return all correspondence concerning this matter to the following:							
Kevin Barkman							
(Name of Person)							
The Dizney English Group, LLC							
(Firm/Company) 603 Main Street - P.O. Box 1100							
003 Main Street - P.O. Box 1100							
(Address)							
(1 xull cos)							
Windermere, FL 34786-1100							
(City/State and Zip Code)							
For further information concerning this matter, please call:							
Kevin Barkman at (407) 876-2200							
(Name of Person) (Area Code & Daytime Telephone Number)							

STREET ADDRESS: Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399 MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the <u>attached articles of organization</u> and this certificate of conversion to convert to a Florida limited liability company:

to a Florida minicu naomity company.
FIRST: The name of the unincorporated business immediately prior to filing this document was:
The Dizney English Group, a Florida general partnership
(formerly United Medical Corporation, a Florida general partnership (name changed March 13, 2000) SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are: A. Date: June 1, 1983 B. Jurisdiction: Florida C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion:
THIRD: The name of the limited liability company as set forth in the <u>attached</u> articles of organization is: The Dizney English Group, LLC
Sued & Smur
Signature of a Member or an Authorized Representative of a Member (In accordance with section 608.608(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Donald R. Dizney Typed or Printed Name of Signee
FILING FEES: \$100.00 Filing Fee for Articles of Organization \$ 25.00 Filing Fee for Registered Agent Designation \$ 25.00 Filing Fee for Certificate of Conversion

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

\$ 30.00 Certified Copy (optional) \$ 5.00 Certificate of Status (optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited L	iability Compan	y is:			
	The Dizney	English	Group,	ГЃС	<u> </u>
ARTICLE II - Address: The mailing address and st	reet address of th	ne principal o	office of the	Limited Liab	ility Company is:
Principal Office Address:	1		Mailing A	Address:	
603 Main Street			P.O. B	ox 1100	· ·
Windermere, FL	34786		Winder	mere, FL	34786-1100
ARTICLE III - Registere The name and the Florida s					ignature:
The name and the French t		Barkman	a agont arv.		ECHA T
Name					
	603 Main Street				
	lorida street address	s (P.O. Box <u>NC</u>	T acceptable)	PH 3: 30 PH SIATE
₩	indermere City. St	FL(ORIDA 3	4786	
	2.1,7				

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, Florida Statutes..

Registered Agent's Signature

Page 1 of 2 (CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s): The name and address of each Manager or Managing Member is as follows: Title: Name and Address: "MGR" = Manager "MGRM" = Managing Member Donald R. Dizney MGRM 603 Main Street P.O. Box 1100 34786-1100 Windermere, FL James E. English MGR 603 Main Street - P.O. Box 1100 Windermere, FL 34786-1100 (Use attachment if necessary)

SEE-ATTACHED ARTICLES V AND VI.

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

> Donald R. Dizney Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

S 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

S 5.00 Certificate of Status (Optional)

ARTICLES OF ORGANIZATION OF THE DIZNEY ENGLISH GROUP, LLC

[CONTINUED]

ARTICLE V - Effective Date:

The effective date shall be December 1, 2003.

ARTICLE VI - Members' Rights to Continue Business:

Upon the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company will continue unless the members holding a majority of the membership interest approve dissolution of the Limited Liability Company.