

L030000051240

(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:

12/2 FL CC

CONVERSION

02578

Office Use Only

EFFECTIVE 12/1/03



500025134275

12/02/03--01052--006 **150.00

MJH

FILED

03 DEC -2 PM 3:30

FILED
TALLAHASSEE FLORIDA

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

(Address)

Windermere, FL 34786-1100

(City/State and Zip Code)

For further information concerning this matter, please call:

Kevin Barkman

(Name of Person)

at (407) 876-2200

(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 attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

The Dizney English Group, a Florida general partnership

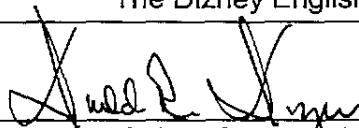
(formerly United Medical Corporation, a Florida general partnership)
(name changed March 13, 2000)

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 attached articles of organization is:

The Dizney English Group, LLC


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
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

The Disney English Group, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

603 Main Street

Windermere, FL 34786

Mailing Address:

P.O. Box 1100

Windermere, FL 34786-1100

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Kevin Barkman

Name

603 Main Street

Florida street address (P.O. Box **NOT** acceptable)

Windermere

FLORIDA 34786

City, State, and Zip

03 DEC -2 PM 3:30
SECRET
TALLAHASSEE FLORIDA

FILED

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..

Kevin Barkman

Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Donald R. Dizney

603 Main Street - P.O. Box 1100
Windermere, FL 34786-1100

MGR

James E. English

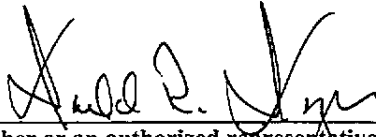
603 Main Street - P.O. Box 1100
Windermere, FL 34786-1100

(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

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 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.