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(Requestor's Name)

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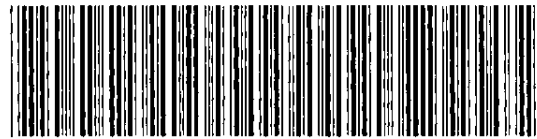
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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B. KOHR

DEC 31 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 237898 4312909

AUTHORIZATION :

COST LIMIT :

[Handwritten signature]

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DIVISION OF CORPORATIONS
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ORDER DATE : December 31, 2009

ORDER TIME : 1:33 PM

ORDER NO. : 237898-005

CUSTOMER NO: 4312909

150.00

DOMESTIC AMENDMENT FILING

NAME: THE WEISS SCHOOL, INC.

EFFECTIVE DATE:

XXX__ ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX___ PLAIN STAMPED COPY

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER'S INITIALS: _____

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**CERTIFICATE OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **THE WEISS SCHOOL, INC.** (the "Corporation").

993000087701

2. The "Other Business Entity" is a **Florida corporation** first organized, formed or incorporated under the laws of the State of Florida on January 1, 1994 (Document No.: P93000087701).

3. The jurisdiction of the Corporation remains Florida.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is **THE WEISS SCHOOL, LLC**.

5. If not effective on the date of filing, the effective date is **December 31, 2009**.

Signed this 31st day of December, 2009.


REQUIRED SIGNATURE:

THE WEISS SCHOOL, LLC


Adi Rappoport, Authorized Representative

OTHER BUSINESS ENTITY:

THE WEISS SCHOOL, INC.

By: 
Martin D. Weiss, President

PLAN OF CONVERSION

The following plan of conversion is submitted in compliance with Section 607.1112 of the Florida Business Corporation Act (the "Act"):

1. The name, form and jurisdiction of the organization **before conversion** is:

**The Weiss School, Inc.,
a Florida corporation
Doc. No. P93000087701**

2. The name, form and jurisdiction of the organization **after conversion** is:

**The Weiss School, LLC,
a Florida limited liability company**

3. Upon the conversion becoming effective, **The Weiss School, LLC**, shall be governed by the terms and provisions of the Florida Limited Liability Company Act.
4. The terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of interests, shares, obligations, securities, cash, rights, or any other consideration money, interests in the converted organization, and other consideration are as follows:

The Weiss School, Inc., a Florida corporation (the "Corporation"), has one (1) shareholder, **Weiss Group, LLC**, owning one hundred percent (100%) of the Corporation's issued and outstanding stock (the "Shareholder") represented by Certificate No. 1.

Upon the conversion becoming effective, all of the Corporation's issued and outstanding shares shall be converted into one hundred percent (100%) ownership of the membership interest in **The Weiss School, LLC**.


5. A copy of the Articles of Organization for **The Weiss Group, LLC** as shall be filed with the Florida Department of State are attached hereto as Exhibit A. The Articles of Organization, the Certificate of Conversion and the Plan of Conversion were approved and adopted by the Shareholder and the Board of Directors by unanimous written consent on December 30th, 2009.
6. This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the shareholders of the Corporation to be converted.
7. The signatures of the shareholder of the Corporation to be converted on this Plan of Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of their authority to execute and deliver such instruments or documents.

IN WITNESS WHEREOF, this Plan of Conversion is effective this 31st day of December, 2009.

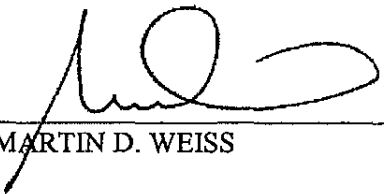
REQUIRED SIGNATURES:

Sole Shareholder:

WEISS GROUP, LLC

By: 
Name: Martin D. Weiss
Title: Manager

Directors:


MARTIN D. WEISS


ELISABETH WEISS

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**ARTICLES OF ORGANIZATION
FOR
THE WEISS SCHOOL, LLC**

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE I -

Name

The name of the Limited Liability Company is THE WEISS SCHOOL, LLC (the "Company").

ARTICLE II -

Duration

This Company shall exist effective upon the conversion of The Weiss School, Inc. on December 31, 2009. The duration of the Company shall be perpetual.

ARTICLE III -

Nature of Business

This Company is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -

Address

The initial principal office address of the Company is 4176 Burns Road, Palm Beach Gardens, Florida, 33410.

The initial mailing address of the Company is 4176 Burns Road, Palm Beach Gardens, Florida, 33410.

ARTICLE V -

Initial Registered Agent and Registered Office

The street address of the initial registered office of the Company is 15430 Endeavour Drive, Jupiter, Florida, 33478 and the name of the initial registered agent of this Company at that address is JEFFREY B. WILSON.

ARTICLE VI -
Management

The Company shall be managed by the member in accordance with the Operating Agreement of the Company.

ARTICLE VII -
Membership Certificates

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE VIII -
Indemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by an member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.

(c) In the case of a manager or managing member, a circumstance under which the liability provisions of section 408.426 of the Florida Statutes are applicable.

(d) Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE IX -
Amendment

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

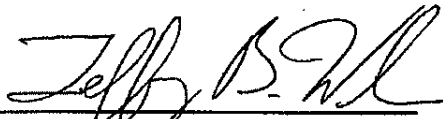
IN WITNESS WHEREOF the undersigned has executed these Articles as of the 31st day of December, 2009.


ADI RAPPOPORT, Authorized Representative

(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.)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, JEFFREY B. WILSON hereby accepts the appointment as registered agent and agrees to act in this capacity. JEFFREY B. WILSON further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and JEFFREY B. WILSON is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.

By: 
JEFFREY B. WILSON

Dated: December 30, 2009.

WPB 1059567.1