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July 25, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Our File No. 95-20624
Grandview Holdings, L.C.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization of Grandview Holdings, L.C., together with a check in the amount of \$337.50 representing:

Filing Fees: \$285.00
Certified Copy: \$ 52.50

Please return a certified copy of the Articles of Organization to my attention. If you have any questions, please telephone.

Very truly yours,

Gilda R. Oldham

Gilda R. Oldham
Certified Legal Assistant

/go

Enclosures

*called Gilda,
added the total amt. of contribution as
\$ 1,176,000.00*

FILED
95 JUL 29 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN JUL 30 1996

ARTICLES OF ORGANIZATION

OF

GRANDVIEW HOLDINGS, L.C.

FILED

96 JUL 29 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be GRANDVIEW HOLDINGS, L.C. (hereinafter referred to as "Company"). The principal place of business of the Company shall be 336 Spanish River Boulevard, NorthWest, Boca Raton, Florida 33431.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved as provided in these Articles of Organization.

ARTICLES III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate an educational facility and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is George F. deClaire, Esq., 798 South Federal Highway, Suite 200, Boca Raton, Florida 33429.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VI(A) - MEMBERSHIP AND CAPITAL CONTRIBUTION

The amount of cash and a description and agreed value of property other than cash contributed by each member and the amount anticipated to be contributed by each member is as follows:

<u>Member</u>	<u>Amount Contributed</u>	<u>Amount to be Contributed</u>
Gene M. Ehlers	\$500.00	\$1,175,000.00
Carolyn L. Ehlers	\$500.00	

The total amount to be contributed: \$1,176,000.00.

ARTICLE VII - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Gene M. Ehlers, 484 Maya Palm Drive, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Palm Beach County, Florida, for the foregoing uses and purposes this 20th day of March, 1996.

By: Gene M. Ehlers

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Organization of GRANDVIEW HOLDINGS, L.C. were acknowledged before me by Gene M. Ehlers, who is personally known to me and who did not take an oath, on this 20th day of March, 1996, on behalf of GRANDVIEW HOLDINGS, L.C.

Gilda R. Flotta

Notary Public

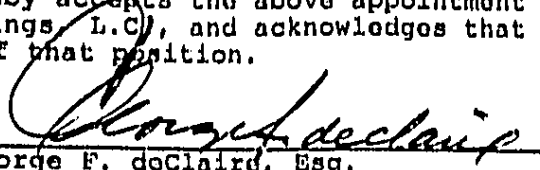
My Commission Expires:

Printed Name:



Acceptance of Registered Agent

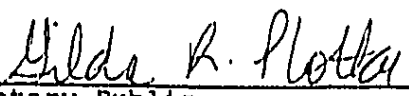
George F. deClaire, Esq., heroby accepts the above appointment as registered agent of Grandview Holdings, L.C., and acknowledges that he is familiar with the obligations of that position.

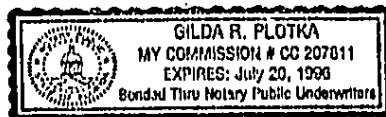

George F. deClaire, Esq.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by George F. deClaire, who is personally known to me and who did not take an oath, on this 24th day of March, 1996, on behalf of GRANDVIEW HOLDINGS, L.C.


Notary Public
My Commission Expires:
Printed Name:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 29 AM 9:44

FILED