

L97000001349

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Berke Educators, L.C.

FF \$285.00

~~10/23/97~~

Signature _____

Requested by: Cher 11.24 1111
Name Date Time

Walk-In _____ Will Pick Up _____

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TALLAHASSEE, FLORIDA

____ Art of Inc. File 400002367804--4
____ LTD Partnership File -12/10/97--01013--022
____ Foreign Corp. File ****165.00 ****165.00
____ L.C. File _____
____ Fictitious Name File _____
____ Name Reservation 400002367804--4
____ Merger File -12/10/97--01013--023
____ Art. of Amend. File ****122.50 ****122.50
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy 400002367804--4
____ Photo Copy -12/10/97--01013--024
____ Certificate of Good Standing ****50.00 ****50.00
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

RECEIVED
97 NOV 24 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: BERLEE EDUCATORS, L.C.
Ref. Number: W97000026473

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TALLAHASSEE, FLORIDA

We have received your document for BERLEE EDUCATORS, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 597A00056179

ARTICLES OF ORGANIZATION
OF
BERLEE EDUCATORS, L.C.

The undersigned, for the purpose of forming a limited liability company under Chapter 608, Florida Limited Liability Company Act, hereby adopt the following Articles of Organization.

ARTICLE I.

NAME

The name of the limited liability company shall be:

BERLEE EDUCATORS, L.C.

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ARTICLE II.

DURATION

This period of the company's duration is thirty (30) years from the date of the filing of these Articles.

ARTICLE III.

PURPOSE

This limited liability company is organized for any lawful purpose including owning real property.

ARTICLE IV.

ADDRESS

The address of the limited company's place of business is:

1014 Bel Aire Dr.

Highland Beach, Florida 33487

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is:

David B. Dickenson

980 North Federal Highway

Suite 410

Boca Raton, Florida 33432

ARTICLE VI.

CASH AND PROPERTY CONTRIBUTED

The amount of cash and the property at its agreed value is as follows:

Cash: \$ 5,000.00

Franchise Agreement: \$ 20,000.00

ARTICLE VII

ADDITIONAL CONTRIBUTIONS

There are no additional contributions agreed to be made by the members.

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ARTICLE VIII

ADDITIONAL MEMBERS

There is no right to admit additional members.

ARTICLE IX

CONTINUING BUSINESS

The member shall have the right to continue the business on the death, retirement, resignation, expulsion, 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, upon the unanimous approval of the remaining members, with the terminating member's interest having no vote unless approved for voting membership by the voting members.

ARTICLE X

MEMBERSHIP AND PERCENTAGE OF INTEREST IN THE COMPANY

The next profits and losses of the company shall be shared among all members in proportion to their percentages of interest in the capital of the company.

The interest of each member in the capital of the company shall be as follows:

Leona G. Korol	45%
Bernard Korol	40%
Rhonda Leslie Korol	5%
Mindy Sue Korol	5%
Donna Lynn Korol	5%

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ARTICLE XI
MANAGEMENT

The management is reserved to the members, the names and addresses of whom are as follows:

Leona G. Korol
1014 Bel Aire Dr.
Highland Beach, Fl. 33487

Bernard Korol
1014 Bel Aire Dr.
Highland Beach, Fl. 33487

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ARTICLE XII
OTHER PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS

Other provisions shall be as set forth in the previous Articles of Partnership and other written agreements of the members except as they may conflict with these Articles of Organization, it being the intent of the members to operate as a limited liability company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Organization this 13 day of November, 1997.

Leona G. Korol

LEONA G. KOROL

Bernard Korol

BERNARD KOROL

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STATE OF FLORIDA
COUNTY OF PALM BEACH

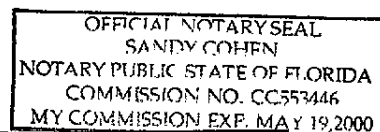
Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Leona G. Korol and Bernard Korol, known to me to be the persons who executed the foregoing Articles of Organization, and they acknowledged before me that they executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of November, 1997.

Sandy Cohen

NOTARY PUBLIC, State of Florida

[SEAL]



Printed Name of Notary/Serial Number
My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited company is: Berlee Educators, L.C.
2. The name and address of the registered agent and office is:

David B. Dickenson
980 North Federal Highway, Suite 410
Boca Raton, Florida 33432

Dated this 13 day of November, 1997.

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Leona G. Korol



Bernard Korol

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated limited 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered agent.

Dated this 13 day of November, 1997.



DAVID B. DICKENSON

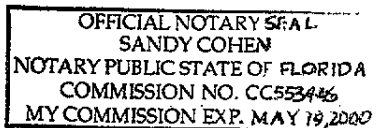
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID B. DICKENSON, known to me to be the person who executed the foregoing Acceptance of Registered Agent, and he acknowledged before me that he executed said Acceptance.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of November, 1997.

NOTARY PUBLIC

Sandy Cohen
Signature of Notary



SANDY COHEN
Printed Name of Notary
State of Florida at Large
My Commission Expires:

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BERLEE EDUCATORS, L.C. deposes and says:

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- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 5,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 20,000.00.
A description of the property is attached and made a part hereto.
Franchise
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ _____
- 5) the total amounts of 2, 3 and 4 is \$ 25,000.00

LEONA G. KOROL

BERNARD KOROL

Leona G Korol Bernard Korol
Signature of a member or authorized representative of a member.

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