



THE UNITED STATES
CORPORATION
COMPANY

L99000001561

ACCOUNT NO. : 072100000032

REFERENCE : 174339 10316A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 18, 1999

ORDER TIME : 2:20 PM

ORDER NO. : 174339-005

CUSTOMER NO: 10316A

CUSTOMER: Olga Molina, Legal Assistant
LAW OFFICES OF SIDNEY Z.
LAW OFFICES OF SIDNEY Z.
Penthouse 1
7270 N.w. 12th Street
Miami, FL 33126

FILED
99 MAR 18 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-03/19/99-01001-009
****337.50 ****337.50

DOMESTIC FILING

NAME: PRIME LEARNING CENTER, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
DIVISION OF CORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

L99-1561

| | |
|----------------|------|
| Name | 3-19 |
| Availability | |
| Document | |
| Examiner | |
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| Verifier | |
| Acknowledgment | |
| W. P. Verifier | |

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DIVISION OF CORPORATION

99 MAR 18 PM 5:00
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TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

1. Unanimous consent of all remaining members.
2. Any newly admitted member will be required to make a capital contribution in amount to be decided by the then remaining members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company 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 shall be:

The remaining members will have the unlimited right to continue the business in all eventualities.

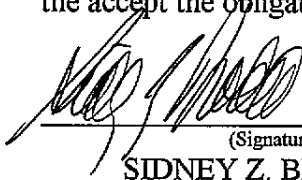
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**CERTIFICATE OF DESIGNATION OF
RESIGNATION AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PRIME LEARNING CENTER, L.L.C.
2. The name and address of the registered agent and office is: Sidney Z. Brodie, Esq., whose address is 7270 NW 12th Street, PH-I, Miami, Florida 33126.

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 property and complete performance of my duties, and I am familiar with the accept the obligations of my position as registered agent.



(Signature)

SIDNEY Z. BRODIE

3-17-99

(Date)

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PRIME LEARNING CENTER, L.L.C., deposes and says:

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



Signature of a member or authorized representative of a member
(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

ORLANDO CORDOVES, SR.

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