

L99000000001781  
GREENBERG  
ATTORNEYS AT LAW  
TRAURIG

March 23, 1999

*Via Federal Express*

Florida Department of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32301

400002817154--0

-03/23/99-01109-010

\*\*\*\*337.50 \*\*\*\*337.50

**Re: Professional Learning Center of Boynton Beach, L.L.C.**

Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Organization for the above referenced limited liability company, along with a check payable to the Florida Department of State in the amount of \$337.50 in payment of the following:

Filing Fee:	\$250.00
Registered Agent Filing Fee:	\$ 35.00
Certified Copy	<u>\$ 52.50</u>

Total: \$ 337.50

Please return the certified copy to the attention of the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

*Beth Gdanski*

Beth Gdanski  
Legal Assistant

Enclosures

WPB/GDANSKIB/216290/4mw2011.DOC/3/23/99

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 23 AM 8:55

**ARTICLES OF ORGANIZATION  
OF  
PROFESSIONAL LEARNING CENTER OF BOYNTON BEACH, L.L.C.**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I  
NAME OF COMPANY**

The name of the limited liability company is Professional Learning Center of Boynton Beach, L.L.C. (the "Company").

**ARTICLE II  
PERIOD OF DURATION**

The period of duration for the Company shall be perpetual commencing on March 23, 1999.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and its mailing address is as follows:

22354 SW 57<sup>th</sup> Avenue  
Boca Raton, Florida 33433

The name and address of the Company's initial registered agent in the State of Florida is as follows:

Lionel Astor  
22354 SW 57<sup>th</sup> Avenue  
Boca Raton, Florida 33433

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**ARTICLE IV**  
**REQUIREMENTS FOR ADMISSION OF ADDITIONAL**  
**MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

**ARTICLE V**  
**DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the consent of a majority in interest of the Company's members. Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

**ARTICLE VI**  
**MANAGEMENT**

The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing members are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Lionel Astor	22354 SW 57 <sup>th</sup> Avenue Boca Raton, Florida 33433
Mark Meinberg	280 Plandome Road Manhasset, New York 11030
Ralph Singer	3855 NW 55 <sup>th</sup> Drive Boca Raton, Florida 33496

**ARTICLE VII**  
**PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 23rd DAY OF MARCH, 1999.

  
\_\_\_\_\_  
LIONEL ASTOR

STATE OF FLORIDA            )  
  ) SS.:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 23rd day of March, 1999, by Lionel Astor, who is personally known to me ✓ or have produced \_\_\_\_\_ as identification.

Beth Gdanski  
Notary Public Signature  
Commission Number \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



**CERTIFICATE OF DESIGNATION OF  
REGISTERED 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: Professional Learning Center of Boynton Beach, L.L.C.
2. The name and address of the registered agent and office is:

Lionel Astor  
22354 SW 57<sup>th</sup> Avenue  
Boca Raton, Florida 33433

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.

  
\_\_\_\_\_  
Lionel Astor

3 23 99  
\_\_\_\_\_  
(Date)

FILING FEE: \$35 for Designation of Registered Agent

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Professional Learning Center of Boynton Beach, L.L.C. deposes and says:

- 1) The above named limited liability company has at least one member.
- 2) The total amount of cash contributed by the members is \$3,000.
- 3) If any, the agreed value of property other than cash contributed by members is \$-0-. 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 members is \$3,000. This total includes amounts from 2 and 3 above.

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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.)

FILING FEE: \$250 for Articles of Organization and Affidavit