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ACCOUNT NO. : 072100000032

REFERENCE : 286006 9492A

AUTHORIZATION :

Patricia Pige

COST LIMIT : \$ 285

ORDER DATE : June 24, 1999

ORDER TIME : 4:17 PM

ORDER NO. : 286006-005

800002915278-4

CUSTOMER NO: 9492A

CUSTOMER: Libo B. Fineberg, Esq
LIBO B. FINEBERG, ESQUIRE
LIBO B. FINEBERG, ESQUIRE
Suite 201
3500 Gateway Drive
Pompano Beach, FL 33069

DOMESTIC FILING

NAME: THE SAGEMONT UPPER SCHOOL, LLC

EFFECTIVE DATE:

ZZ ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

Availability	_____
Document Examiner	CONTACT PERSON: Christine Lillich DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 25 AM 8:52 99 JUN 25 AM 9:20

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**ARTICLES OF ORGANIZATION OF
THE SAGEMONT UPPER SCHOOL, LLC
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is: **THE SAGEMONT UPPER SCHOOL, LLC**

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1570 Town Center Circle
Weston, Florida 33326

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Member Name	Address
SAGEMONT CORP.	1570 Town Center Circle Weston, Florida 33326
LIBO B. FINEBERG	3500 Gateway Drive, Suite 201 Pompano Beach, Florida 33069
RICHARD GOLDMAN	1570 Town Center Circle Weston, Florida 33326
RENEE GOLDMAN	1570 Town Center Circle Weston, Florida 33326

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 TALLAHASSEE, FLORIDA

ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be solely the terms and conditions and approval of Sagemont Corp., as the Sagemont Corp., in its sole discretion decides.

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 absolute.

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TALLAHASSEE, FLORIDA

ARTICLE VII — Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of **THE SAGEMONT UPPER SCHOOL, LLC** certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property attached and made a part hereto); and \$ 0.00;
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.00.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 23 day of JUNE, 1999 ..

[Signature]
Witness Signature
CUSTAVO A. FORTICH
Printed Name

[Signature]
Witness Signature
Nicole M. Long
Printed Name

SAGEMONT CORP., A Florida Corporation

By: [Signature]
Libo B Fineberg
Printed Name

[Signature]
Title
LIBO B. FINEBERG

Signature of an authorized representative of a member executing the Articles of Organization.

(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.)

[Signature]
LIBO B. FINEBERG

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

THE SAGEMONT UPPER SCHOOL, LLC

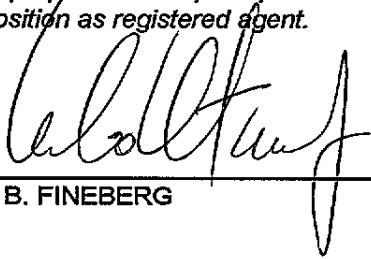
2. The name and the Florida street address of the registered agent and office are:

**LIBO B. FINEBERG, ESQ.
3500 GATEWAY DRIVE, SUITE 201
POMPANO BEACH, FLORIDA 33069**

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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.



LIBO B. FINEBERG