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September 6, 2000

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

IAJH

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-09/11/00--01124--009
****125.00 ****125.00

Re: *ABS School Services, L.L.C. ("ABS"), a limited liability company of Arizona.*

To whom it may concern:

This letter serves as a request to file ABS (previously registered with the State of Arizona as ABS School Business Services, L.L.C.) as a foreign limited liability company in the State of Florida. Enclosed please find the following documentation to support this request:

- 1) Original Certificate of Existence from the State of Arizona who has jurisdiction under the law of which ABS is organized.
- 2) Application for authorization to transact business in the State of Florida.
- 3) Certificate of Designation of Registered Agent/Registered Office.
- 4) Letter dated August 29, 2000 from the Arizona Corporation Commission stating acceptance of name change in the State of Arizona (to authenticate Certificate of Existence with previous name)
- 5) Check number 4489 in the amount of \$125 for filing fee of application and designation of registered agent.

Please return the letter of acknowledgment to me at Matrix Bancorp, Inc. (the holding company), 1380 Lawrence Street, Suite 1400, Denver, Colorado 80204.

Thank you for your assistance and please call me with any questions at (303) 595-9898, extension 240.

Very truly,

Jill M. Jepson
Paralegal

Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 PM 2:11

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ABS School Services, LLC
(Name of foreign limited liability company)

2. Arizona 3. 86-0878622
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 2, 1997 5. 12/31/2050
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon acceptance of this application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. ABS School Services, LLC
2133 W. Peoria Ave, Suite 102 Phoenix, AZ 85029
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

- D. Mark Spencer 1380 Lawrence St., #1400, Denver, CO 80222
- Ted Warren 1380 Lawrence St., #1400, Denver, CO 80222
- David W. Kloos 1380 Lawrence St., #1400, Denver, CO 80222

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Business Services to charter schools

Signature of a member of an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ted Warren

Typed or printed name of signer

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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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:

ABS School Services, LLC

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

CT Corporation System
(Name)

c/o CT Corporation System, 1200 South Pine Island Road
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
City/State/Zip

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 as provided for in Chapter 608, F.S.

CT Corporation System

Marcia J. Sunahara
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****ABS SCHOOL BUSINESS SERVICES, L.L.C.*****

is a limited liability company organized under the laws of the State of Arizona which filed its Articles of Organization in this office on the 2nd day of July 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 3rd day of July, 2000, A. D.



[Signature]
Executive Secretary

BY: *Anna Castillo*