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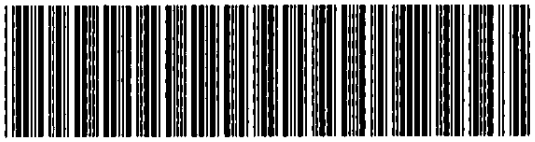

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13 AUG 21 PM 1:15

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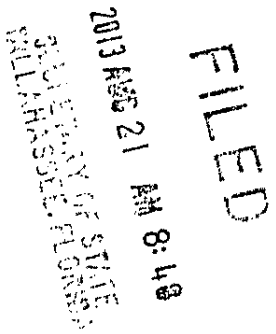
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-23



CONTACT: KATIE WONSCH

DATE: 08/21/2013

REF. #: 7746308.8869943

CORP. NAME: HEALTH CAREER INSTITUTE LLC

( ) ARTICLES OF INCORPORATION	( ) ARTICLES OF AMENDMENT	( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT	( ) TRADEMARK/SERVICE MARK	( ) FICTITIOUS NAME
(XX) FOREIGN QUALIFICATION	( ) LIMITED PARTNERSHIP	( ) LIMITED LIABILITY
( ) REINSTATEMENT	( ) MERGER	( ) WITHDRAWAL
( ) CERTIFICATE OF CANCELLATION		
( ) OTHER:		

STATE FEES PREPAID WITH CHECK# 70006344 FOR $ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: $**_____

PLEASE RETURN:

(XX) CERTIFIED COPY	( ) CERTIFICATE OF GOOD STANDING	( ) PLAIN STAMPED COPY
( ) CERTIFICATE OF STATUS		

Examiner's Initials

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:

FILED

1. Health Career Institute LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

HCI Acquisition LLC
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C," "LLC.")

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. ____________
(FEI number, if applicable)

4. May 3, 2013
(Date of Organization)

5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 137 Rowayton Ave, 3rd Floor, Rowayton, CT 06853

(Street Address of Principal Office)

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

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

Florian Education Investors LLC

137 Rowayton Ave, 3rd Floor, Rowayton, CT 06853

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: operate post-secondary schools, education content & service providers, &/or training companies.

Gloria M. Skigen (signature)

Signature of a member or 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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Gloria M. Skigen

Typed or printed name of signee

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

Health Career Institute LLC

If unavailable, the alternate to be used in the state of Florida is:

HCI Acquisition LLC

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

United Corporate Services, Inc.
(Name)

9200 South Dadeland Blvd.- Suite 508
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Miami FL 33156
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, Florida Statutes.

(Signature) Michael A. Barr, President

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

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2013 AUG 21 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HEALTH CAREER INSTITUTE LLC

WRITTEN CONSENT OF MANAGING MEMBER

AUGUST 21, 2013

The undersigned, being the managing member (the "*Managing Member*") of Health Career Institute LLC, a Delaware limited liability company (the "*Company*"), by this instrument hereby consents to the adoption of the following resolutions in accordance with the Limited Liability Company Agreement of the Company, dated as of May 3, 2013. The following resolutions will be effective when this Written Consent, or a counterpart hereof, is (a) signed by the Managing Member and (b) delivered to the Company for inclusion in the minutes for filing with the Company's records:

WHEREAS, the Managing Member, on behalf of the Company hereby resolve as follows:

APPROVAL OF ALTERNATE NAME IN FLORIDA

WHEREAS, the Company executed that certain Asset Purchase Agreement, dated as of May 31, 2013, with Health Career Institute, Inc., a Florida corporation (the "*Seller*"), pursuant to which the Company agreed to purchase substantially all of the assets and assume certain of the liabilities of Seller (the "*Asset Purchase*"); and

WHEREAS, in connection with that certain Asset Purchase, the undersigned, on behalf of the Company, deems it to be in the best interests of the Company to qualify the Company to do business in the State of Florida, whereby the Company must adopt an alternate name, HCI Acquisition LLC, for the purpose of transacting business in the State of Florida;

NOW, THEREFORE, BE IT HEREBY:

RESOLVED, that all of the acts of the Managing Member in causing the Company to apply for authorization to transact business in the State of Florida under the assumed name HCI Acquisition LLC, be, and they hereby are, approved, ratified and confirmed as valid and binding acts of the Company; and be it further

RESOLVED, that Gloria M. Skigen, Esq., as an authorized representative of the Managing Member, be, and she hereby is, authorized and directed to execute and file the application for authorization to transact business Florida on behalf of the Company; and be it further

RESOLVED, that each of Steven W. Hart and Lawrence E. Brown (each, an "*Authorized Person*"), as members of Florian GP LLC, a Delaware limited liability company, the managing member of the Managing Member, be, and he hereby is, authorized and directed to pay all charges and expenses incident to or arising out of the qualification of the Company in the State of Florida, and to reimburse any person who has made any disbursements thereof; and be it further

RESOLVED, that each Authorized Person be, and he hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required, to pay or cause to be paid all expenses; to take all such other actions as any such Authorized Person shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

GENERAL AUTHORITY

RESOLVED, that each Authorized Person is hereby authorized and directed, for and on behalf of the Company, to take all such steps and do all such acts and things as he shall deem necessary, advisable or appropriate in connection with all matters contemplated by, and to carry out the intent and purpose of, the foregoing resolutions, including, without limitation, making any and all payments, making any and all filings, executing and delivering any and all instruments, certificates, applications, affidavits or other documents required in connection therewith, signing or endorsing any checks, posting any and all bonds and paying any and all fees in connection therewith, and the taking of any and all such actions and the execution and delivery of any and all such instruments, certificates, applications, affidavits or other documents in connection with the forgoing shall conclusively establish his authority therefor from the Company and the approval and ratification thereof by the Company.

[signature page follow]

IN WITNESS WHEREOF, the undersigned Managing Member has executed this Written Consent as of the date first written above.

FLORIAN EDUCATION INVESTORS LLC
By: Florian GP LLC, a Delaware limited liability company, its managing member

Steven Hart

By: Steven W. Hart, member

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTH CAREER INSTITUTE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF AUGUST, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEALTH CAREER INSTITUTE LLC" WAS FORMED ON THE THIRD DAY OF MAY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

Jeffrey W. Bullock, Secretary of State

5329009 8300

AUTHENTICATION: 0679371

131009470

DATE: 08-21-13

You may verify this certificate online at corp.delaware.gov/authver.shtml