

M98000000550



ACCOUNT NO. : 072100000032

REFERENCE : 833701 4812402

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 28 PM 4:27

ORDER DATE : May 27, 1998

ORDER TIME : 3:49 PM

ORDER NO. : 833701-005

CUSTOMER NO: 4812402

848900030736

700002540007--8

CUSTOMER: Gregory J. Dziak, Legal Asst
Calfee, Halter & Griswold LLP
1400 Mcdonald Investment Ctr.
800 Superior Avenue
Cleveland, OH 44114-2688

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FOREIGN FILINGS

NAME: CPR PROMPT LLC

(8)

XXXX QUALIFICATION (TYPE: LLC)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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DIVISION OF CORPORATION

BR
6/1/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1998

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: CPR PROMPT, L.L.C.
Ref. Number: W98000012240

Please give original
submission date as the date

RESUBMIT

We have received your document for CPR PROMPT, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

People listed in Item 8 must be designated as either MANAGING MEMBERS or MANAGERS.

We understand that the people may consider themselves "Regional Managers" or "Presidents," but for the purposes of filing this form we don't care about their ACTUAL TITLES. If they're MEMBERS and they participate in the management of the company, they are considered MANAGING MEMBERS. If they are NOT MEMBERS, but are elected by a board of MEMBERS to manage the company, then they are considered MANAGERS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 298A00030132

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Attachment

NAME & ADDRESS:

James J. Martell
4543 Taylor Lane
Warrensville Heights, Ohio 44128

TITLE:

MANAGER &
President - Training Services Division

Steven W. Pollack
633 N. E., 167th Street
Suite 1250
North Miami Beach, Florida 33162

MANAGER &
Regional Manager

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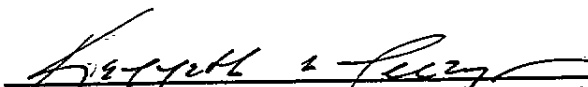
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____
CPR Prompt, 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 \$ 22,025,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 8,750,000 . 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
\$ 30,775,000 . 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.)
Kenneth W. Neczypor, Vice President-Finance

Filing Fee: \$ 52.50 for Affidavit

Attachment

Description of property:

accounts receivable, inventory, equipment, tooling, contracts, permits, patents, trademarks, service marks, trade names, copyrights, trade secrets, know-how, interest in CPR Limited Partnership and goodwill

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: CPR Prompt, L.L.C.

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301-2607

(City/State/Zip)

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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.

BY:

Arlen B. Kzar
(Signature)

5-28-98

(Date)

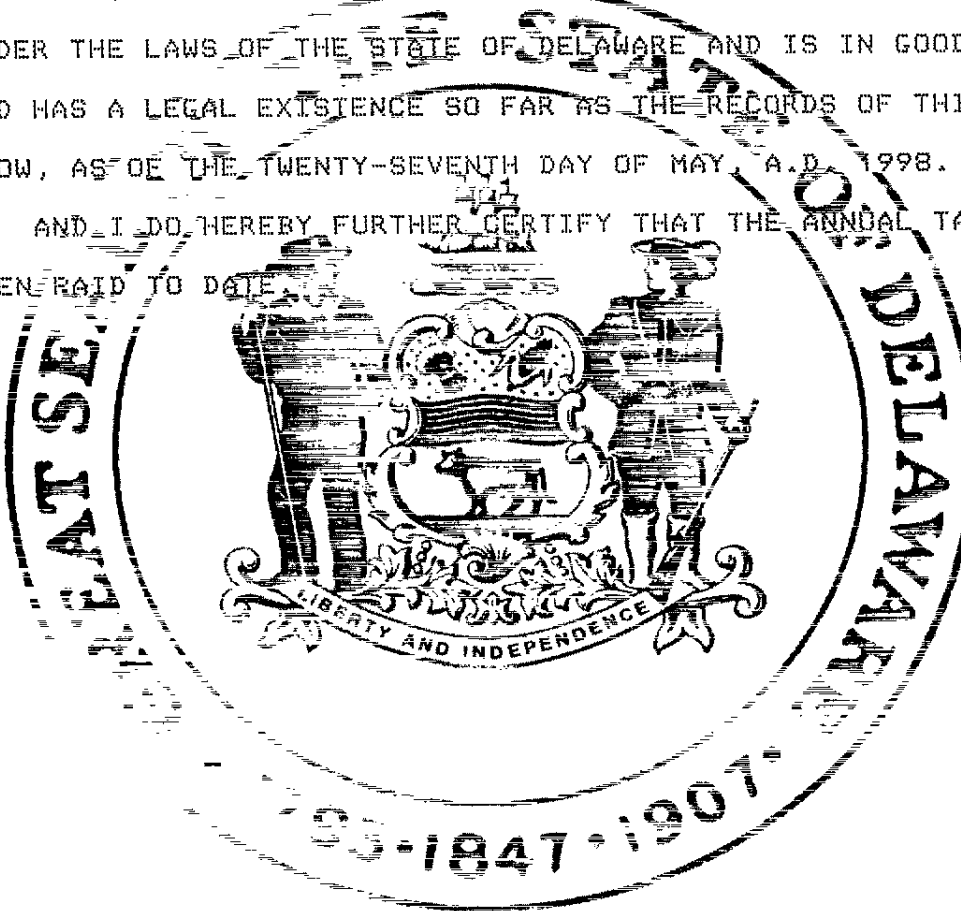
Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CPR PROMPT, L.L.C." 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-SEVENTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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9104065

981202964

05-27-98