

100 DAYS STREET
MIAMI, FL 33131-3238
90. 1-907
90. 42-010 FAX

P96000058327



ACCOUNT NO. : 072100000032

REFERENCE : 016423 4303929

AUTHORIZATION :

Patricia Pujato

COST LIMIT : \$ 122.50

ORDER DATE : July 11, 1996

ORDER TIME : 10:55 AM

ORDER NO. : 016423

CUSTOMER NO: 4303929

700001881117

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: LYCEUM INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

g
7/11/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 11 PM 2:45

**ARTICLES OF INCORPORATION
OF
LYCEUM INTERNATIONAL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 11 PM 2:46

ARTICLE I

The name of the corporation is LYCEUM INTERNATIONAL, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: C/O Steven B. Lapidus, 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Erickell Avenue, Suite 2100, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Steven B. Lapidus.

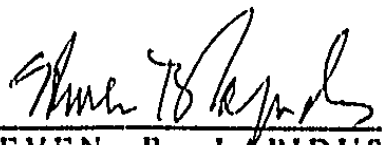
ARTICLE VI

The name and address of the Incorporator is Steven B. Lapidus, 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation on this 9th day of July, 1996.



STEVEN B. LAPIDUS
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of LYCEUM INTERNATIONAL, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



STEVEN B. LAPIDUS,
Registered Agent

Dated: July 9, 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 11 PM 2:46

P96000058327

CSL

THE UNITED STATES
CORPORATION
COMPANY

THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 350459 4303929

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pysile

ORDER DATE : May 1, 1997

ORDER TIME : 9:23 AM

ORDER NO. : 350459-005

000002161510--8

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -1 PM 3:21

FILED

DOMESTIC AMENDMENT FILING

W97000010081

NAME: LYCEUM INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

97 MAY -1 AM 10:41

RECEIVED

B12

*Change
& Amend
CC*

3



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

May 1, 1997

CSC
KATHY
TALLAHASSEE, FL

SUBJECT: LYCEUM INTERNATIONAL, INC.
Ref. Number: P96000058327

RESUBMIT
Please give original
submission date as file date.

We have received your document for LYCEUM INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 997A00022839

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LYCEUM INTERNATIONAL, INC.

FILED

97 MAY -1 PM 3:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is LYCEUM INTERNATIONAL, INC. (hereinafter called the "Corporation").

2. Article I of the Corporation's Articles of Incorporation is deleted and replaced by new Article I, as follows:

"ARTICLE I

The name of the Corporation shall be: THE WINSTON ACADEMY, INC."

3. Article II of the Corporation's Articles of Incorporation is deleted and replaced by new Article II, as follows:

"ARTICLE II

The address of the principal office and the mailing address of the Corporation is: P.O. Box 560817, Miami, Florida 33256-0817."

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5. The amendments made herein to the Articles of Incorporation of the Corporation were adopted by the unanimous written consent of the sole Shareholder, the number of votes cast for the amendments was sufficient for approval, and the sole Director of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704 and 607.1003 of the Florida Business Corporation Act.

6. The effective date of this amendment shall be May 1, 1997.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 1st day of May, 1997.

LYCEUM INTERNATIONAL, INC.

By: 
WINSTON LING,
Director



THE UNITED STATES
CORPORATION
COMPANY

P96000058327

ACCOUNT NO. : 072100000032
REFERENCE : 394645 4303929
AUTHORIZATION : *Patricia Pijut*
COST LIMIT : \$ 140.00

ORDER DATE : May 16, 1997

ORDER TIME : 9:35 AM

ORDER NO. : 394645-005

CUSTOMER NO: 4303929

*Name
Changed
Amended*
100002181421--4

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: THE WINSTON ACADEMY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT *5/16/97*
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

2 CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzyo

EXAMINER'S INITIALS

97 MAY 16 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

File 151

97 MAY 16 AM 11:34
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE WINSTON ACADEMY, INC.**

FILED
97 MAY 16 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is THE WINSTON ACADEMY, INC. (hereinafter called the "Corporation").

2. Article I of the Corporation's Articles of Incorporation is deleted and replaced by new Article I, as follows:

"ARTICLE I

The name of the Corporation shall be: LYCEUM
INTERNATIONAL, INC."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The amendment made herein to the Articles of Incorporation of the Corporation were adopted by the unanimous written consent of the sole Shareholder, the number of votes cast for the amendment was sufficient for approval, and the sole Director of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704 and 607.1003 of the Florida Business Corporation Act.

5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 15th day of May, 1997.

THE WINSTON ACADEMY, INC.

By: 
WINSTON LING,
President