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LIMITED LIABILITY COMPANY

the heritage school academy, l.l.c.

Certificate of Status	0
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Handwritten signature and initials

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ARTICLES OF ORGANIZATION
FOR
THE HERITAGE SCHOOL ACADEMY, L.L.C.

ARTICLE I - NAME

The name of this limited liability company shall be THE HERITAGE SCHOOL ACADEMY, L.L.C.

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be 16300 N. E. 19 Avenue, Suite 242, North Miami Beach, Florida 33162.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is Manuel A. Garcia-Linares, Esquire, Richman Greer Weil Brumbaugh Mirabito & Christensen, P.A., 10th Floor, 201 S. Biscayne Blvd., Miami, Florida 33131.

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - INITIAL MANAGERS

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have two managers. The number of managers of this company may be changed in accordance with the regulations of the company. The name

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and address of the initial managers are as follows:

Gladys Carmona de Marcano
9595 Collins Avenue, Apt. 902
Surfside, FL 33154

Marialejandra Marcano de Rangel
9595 Collins Avenue, Apt. 902
Surfside, FL 33154

The initial managers shall serve until the first annual meeting of members or until their successors are elected and qualified or until their death or resignation.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted amended, altered or repealed by the unanimous vote of the members.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members, provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22 day of August, 2003.

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MARIALEJANDRA MARCANO DE RANGEL


MARIALEJANDRA MARCANO DE RANGEL
Authorized Representative of the Members

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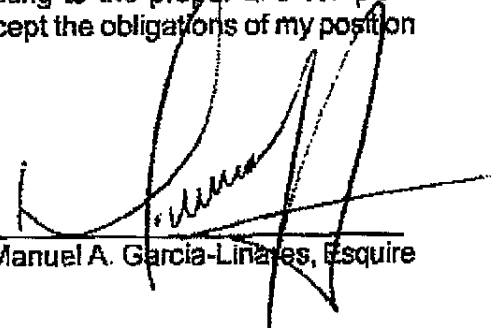
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is THE HERITAGE SCHOOL ACADEMY, L.L.C.

The name and address of the registered agent and office is: MANUEL A. GARCIA-LINARES, ESQUIRE, RICHMAN GREER WEIL BRUMBAUGH MIRABITO & CHRISTENSEN, P.A., 201 S. Biscayne Blvd, 10th Floor, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: August 20, 2003


Manuel A. Garcia-Linares, Esquire

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