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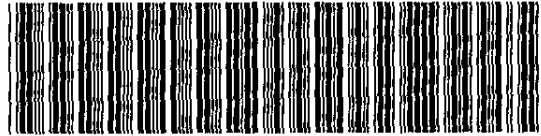
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 639887 82724A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 160.00

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ORDER DATE : October 7, 2005

ORDER TIME : 10:12 AM

ORDER NO. : 639887-020

CUSTOMER NO: 82724A

DOMESTIC FILING

NAME: EDMARK/BAYSHORE, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
EDMARK/BAYSHORE, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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05 OCT -7 PM 2:28
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**ARTICLE I
NAME**

The name of this limited liability company is EdMark/Bayshore, LLC referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 2210 Vanderbilt Beach Drive, Suite 1201, Naples, Florida, 34109. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2210 Vanderbilt Beach Drive, Suite 1201, Naples, Florida, 34109.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Edward S. Finkelstein who is a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's Regulations. No member other than the managing member are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing member is:

Edward S. Finkelstein
17482 Argyll Terrace
Boca Raton, Florida 33496

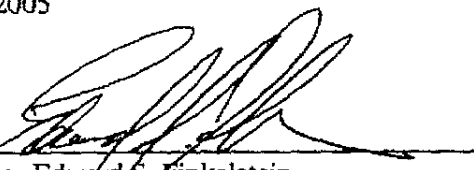
ARTICLE VII
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's Regulations.

ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Regulations, then, to the extent allowed by law, the Regulations will govern.

Executed this 5th day of October, 2005

By: 
Name: Edward S. Finkelstein
Title: Managing Member

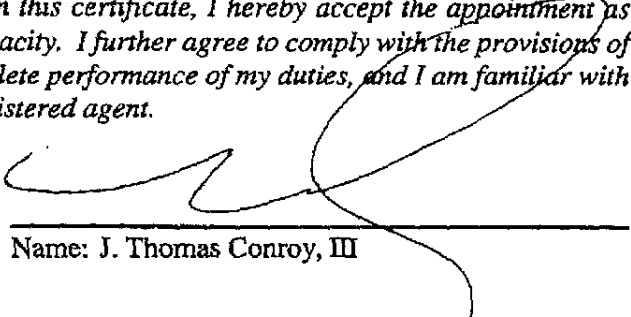
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: EdMark/Bayshore, LLC
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Conroy, Conroy & Durant, P.A.
2210 Vanderbilt Beach Road, Suite 1201
Naples, Florida 34109

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 accept the obligations of my position as registered agent.



Name: J. Thomas Conroy, III

Date: October 6, 2005