



THE UNITED STATES
CORPORATION
COMPANY

1971000000376

ACCOUNT NO. : 072100000032

REFERENCE : 312282 7126580

AUTHORIZATION :

Patricia Pysko

COST LIMIT : \$ 285.00

ORDER DATE : March 28, 1997

ORDER TIME : 3:15 PM

ORDER NO. : 312282-005

700002130797--3

CUSTOMER NO: 7126580

CUSTOMER: Ms. Debbie Frere
MS. DEBBIE FRERE

13071 North 102nd Place

Scottsdale, AZ 85260

DOMESTIC FILING

NAME: ADVENTURES IN LEARNING, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 APR -1 AM 8:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 APR -1 PM 4:11
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

FILED
97 MAY 1 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Limited Liability Company is:

ADVENTURES IN LEARNING, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

1307 North 102nd Place, Scottsdale, AZ 85260

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be:

30 Years

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent is Corporation Service Company.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing members(s) is/are:

Member: IBC INNOVATIVE BUSINESS CONCEPTS, INC.
13071 North 102nd Place
Scottsdale, AZ 85260

Member: K.D. RAJ
143 Jalan Desa Mesra
Taman Desa
58100 Kuala Lumpur, Malaysia

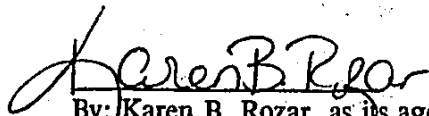
Member: JOSE EMMANUAL SIBAL
#36 14th Street
New Manila
Quezon City
Metro Manilla 1112 Philippines

Member: R.M. LYON
143 Jalan Desa Mesra
Taman Desa
58100 Kuala Lumpur, Malaysia

Member: Maria Teresa Sibal
#36 14th Street
New Manila
Quezon City
Metro Manilla 1112 Philippines

The undersigned authorized representative of a member of ADVENTURES IN LEARNING, LLC hereby executes these articles of organization on this 1st Day of April 1997.

CORPORATION SERVICE COMPANY



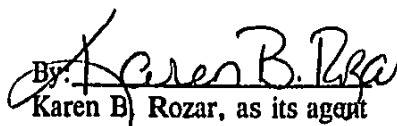
By: Karen B. Rozar, as its agent
as authorized representative of

IBC INNOVATIVE BUSINESS CONCEPTS, INC. of
ADVENTURES IN LEARNING, LLC

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

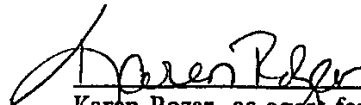


By: Karen B. Rozar, as its agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ADVENTURES IN LEARNING, LLC 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 48,000 _____;
- 3) if any, the agreed value of property other than cash contributed by member(s) is 5,000 _____.
- 4) the amount of cash or property anticipated to be contributed by member(s) is 48,000
- 5) the total amount of 2,3, and 4 is: 101,000 _____.



Karen Rozar, as agent for Corporation Service Company
in its capacity as authorized representative of a member
of ADVENTURES IN LEARNING, LLC

FILED
APR - 1 AM 8:20
STATE
TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of ADVENTURES IN LEARNING, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 1 day of

April, 19 97

Deborah S. Frere

Witness

Deborah S. Frere

Typed or Printed Name

Witness

Typed or Printed Name

Joseph B. Frere

Signature

Joseph B. Frere, President

Typed or Printed Name

IBC Innovative Business
Concepts, Inc.

FILED
97 APR - 1 AM 8:20
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA