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NAME: CHARTER SCHOOLS USA, L.C.

AUDIT NUMBER.....H98000018332

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**ARTICLES OF ORGANIZATION  
OF  
CHARTER SCHOOLS USA, L.C.**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I  
NAME**

The name of this limited liability company is **CHARTER SCHOOLS USA, L.C.**

**ARTICLE II  
PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III  
DURATION**

This limited liability company shall continue in full force and effect until December 31, 2038, or until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

**ARTICLE IV  
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

2500 North Federal Highway, Suite 100  
Fort Lauderdale, Florida 33305

Prepared By: Gregory A. McLaughlin, Esq.  
Bar No. 0518794  
Tripp Scott  
P. O. Box 14245  
Ft. Lauderdale, FL 33302  
(305) 525-7500  
Fl. Bar No. 0518794

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**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this limited liability company in the State of Florida is:

Edward Pozzuoli  
110 S. E. 6th St.  
15th Floor  
Ft. Lauderdale, FL 33301

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**ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS**

6.1 Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of admission to this limited liability company. A member's interest in this limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the non-transferring members.

6.2 Upon death, the retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining members shall have the right to continue the business of this limited liability company upon the unanimous consent of such remaining members.

**ARTICLE VII  
RIGHT OF MEMBERS TO CONTINUE BUSINESS**

The members of this limited liability company may continue the business of this limited liability company following the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this limited liability company if, within ninety (90) days after the occurrence of such event, the business of this limited liability company is continued by the agreement of all the remaining members.

**ARTICLE VIII  
MANAGEMENT**

8.1 This limited liability company has a board of managers and the business and affairs of this limited liability company shall be managed by or under the direction of its board of managers. No member of the limited liability company, in such capacity, shall have any right or authority to act for or to bind this limited liability company.

8.2 The board of managers of this limited liability company shall consist of three (3) managers initially. The number of members of the board of managers may be either increased or

diminished from time to time as provided in the regulations of this limited liability company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of this limited liability company or until their successors are elected and qualify. The name and address of the initial Managers of this limited liability company are:

<u>Name</u>	<u>Address</u>
Jonathan K. Hage	2500 North Federal Highway, Suite 100 Fort Lauderdale, Florida 33305
Sherry M. Ryan	2500 North Federal Highway, Suite 100 Fort Lauderdale, Florida 33305
Jonathan Mariner	2500 North Federal Highway, Suite 100 Fort Lauderdale, Florida 33305

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**ARTICLE IX  
AMENDMENT OF ARTICLES OF ORGANIZATION**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE X  
INDEMNIFICATION**

This limited liability company shall indemnify any member, manager or officer of this limited liability company, or any former member, manager or officer of this limited liability company, to the full extent permitted by law.

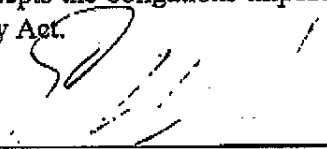
**IN WITNESS WHEREOF**, the undersigned, being a Manager and authorized representative of the members of this limited liability company, has executed these Articles of Organization this 1st day of October, 1998.

  
Jonathan K. Hage, Manager and authorized representative of the members of this limited liability company

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THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act.

  
\_\_\_\_\_  
Edward J. Pozzuoli, Registered Agent

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**AFFIDAVIT REGARDING MEMBERS AND CAPITAL CONTRIBUTIONS  
OF  
CHARTER SCHOOLS USA, L.C.**

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STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

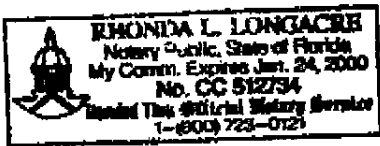
BEFORE ME, the undersigned authority, personally appeared Jonathan K. Hage, who, in his capacity as Manager and authorized representative of the members of CHARTER SCHOOLS USA, L.C., a Florida limited liability company (the "Company"), being duly sworn, deposes and says that:

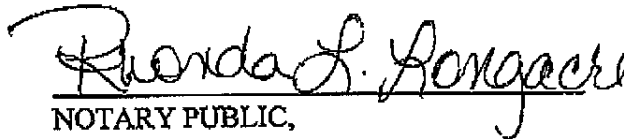
1. The Company has at least two (2) members; and
2. The members of the Company have agreed to make capital contributions to the Company in the aggregate amount of \$ 1,000.00. No other capital contributions to the Company are anticipated to be made at this time.

FURTHER AFFIANT SAYETH NAUGHT.

  
Jonathan K. Hage, Manager and authorized representative of the members of the Company

SWORN TO AND SUBSCRIBED before me this 1st day of October, 1998.



  
NOTARY PUBLIC,  
Jurisdiction: \_\_\_\_\_

My Commission Expires:

Personally Known X or Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_