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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

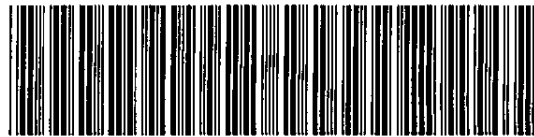
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EXAMINER

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FILE NO 047828.113024

September 28, 2009

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Rue Educational Publishers, LLC. – Business Division
Conversion into a Limited Liability Company

To Whom It May Concern:

The enclosed Certificate of Conversion, Articles of Organization and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

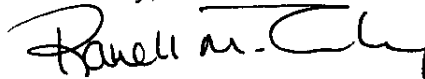
Please return all correspondence concerning this matter to:

Ranell M. Tinsley
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, FL 33756

Enclosed is a check for \$180.00; this amount is to cover the cost of filing fees and certified copy.

For further information concerning this matter, please call myself at (727) 461-1818 extension 2153.

Sincerely,



Ranell M. Tinsley, Corporate Paralegal

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CERTIFICATE OF CONVERSION
FOR
RUE EDUCATIONAL PUBLISHERS, INC. – BUSINESS DIVISION
(“Other Business Entity”)
INTO
RUE EDUCATIONAL PUBLISHERS, LLC – BUSINESS DIVISION

809-44191

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following “Other Business Entity” into RUE EDUCATIONAL PUBLISHERS, LLC – BUSINESS DIVISION in accordance with Section 608.439, Florida Statutes.

1. The name of the “Other Business Entity” immediately prior to the filing of this Certificate of Conversion is Rue Educational Publishers, Inc. – Business Division.
2. The “Other Business Entity” is a corporation first organized, formed or incorporated under the laws of the State of Florida on May 19, 2009.
3. The jurisdiction of the “Other Business Entity” has not changed.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is Rue Educational Publishers, LLC – Business Division.
5. This conversion shall be effective in Florida on the date of filing.

Signed this 25th day of September, 2009.

RUE EDUCATIONAL PUBLISHERS, INC. –
BUSINESS DIVISION

By: Barbara J. Haagsma
Barbara J. Haagsma, President

RUE EDUCATIONAL PUBLISHERS, LLC –
BUSINESS DIVISION

By: Barbara J. Haagsma
Barbara J. Haagsma, Manager

Prepared By:

Michael G. Little, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0861677

**ARTICLES OF ORGANIZATION
OF
RUE EDUCATIONAL PUBLISHERS, LLC – BUSINESS DIVISION**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: RUE EDUCATIONAL PUBLISHERS, LLC – BUSINESS DIVISION.

ARTICLE II

Place of Business

The principal place of business and mailing address of this Company shall be 150 McMullen Booth Road South, Clearwater, FL 33759, and such other place or places as may be designated by the manager from time to time.

ARTICLE III

Registered Agent and Office

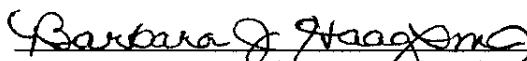
The initial registered agent for this Company shall be Barbara J. Haagsma, and the address of the registered agent for service of process shall be 150 McMullen Booth Road South, Clearwater, FL 33759.

ARTICLE IV

Management of Business

The Company shall be manager-managed.

The undersigned has executed these Articles of Organization this 25 day of September, 2009.


BARBARA J. HAAGSMA, MANAGER

Prepared By:
Michael G. Little, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0861677
(727) 461-1818

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 150 McMullen Booth Road South, Clearwater, FL 33759, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated this 25 day of September, 2009


BARBARA J. HAAGSMA

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