

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000104624
FILED 8:00 AM
October 29, 2009
Sec. Of State
btadlock

Article I

The name of the Limited Liability Company is:

ESP LEARNING SYSTEMS, LLC

Article II

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

545 E. TENNESSEE STREET
TALLAHASSEE, FL. 32308

The mailing address of the Limited Liability Company is:

545 E. TENNESSEE STREET
TALLAHASSEE, FL. 32308

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

RON BAKER
545 E. TALLAHASSEE
TALLAHASSEE, FL. 32308

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 and accept the obligations of my position as registered agent.

Registered Agent Signature: RON BAKER

Article V

The name and address of managing members/managers are:

Title: MGRM
NEW SHOES ENTERPRISES, LLC
8038 E. DESERT COVE AVE.
SCOTTSDALE, AZ. 85258

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Article VI

The effective date for this Limited Liability Company shall be:

10/29/2009

Signature of member or an authorized representative of a member

Signature: DAVID HOOSER