

FROM HOLLAND & KNIGHT TAMPA

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Florida Department of State
Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

eLogic Learning Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$140.00

Gen. Partner charter # P01000099593

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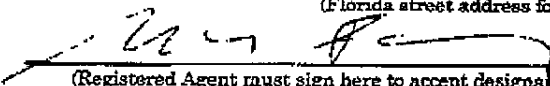
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CERTIFICATE OF LIMITED PARTNERSHIP

1. **eLogic Learning Ltd.**
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. **4983 West Waters Avenue, Suite E, Tampa, Florida 33634**
(Business address of Limited Partnership)
3. **Nicholas Flaskay**
(Name of Registered Agent for Service of Process)
4. **4983 West Waters Avenue, Suite E, Tampa, Florida 33634**
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. **4983 West Waters Avenue, Suite E, Tampa, FL 33634**
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is
December 31, 2051
8. Name(s) of general partner(s): **eLogic GP, Inc. PO1-99593** Street address: **4983 West Waters Avenue
Suite E
Tampa, Florida 33634**

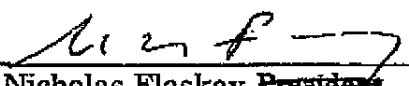
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 15

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 12th day of October, 2001.

Signature of all general partners:

eLOGIC GP, INC.,
General Partner

By: 
Nicholas Flaskay, President

CHAIRMAN

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of eLogic Learning, Ltd., a
Florida Limited Partnership, certify:

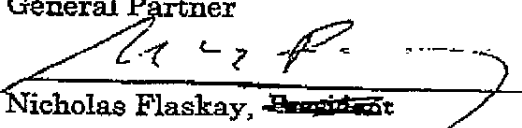
1. The amount of capital contributions to date of the limited partners is \$990.00.
2. The total amount contributed and anticipated to be contributed by the
limited partners at this time totals \$990.00.

Signed this 12th day of October, 2001.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and
know the contents thereof and that the facts stated herein are true and correct.

eLOGIC GP, INC,
General Partner


Nicholas Flaskay, ~~President~~

CHAIRMAN

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