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FRANK S. LOCKWOOD, Ph.D.

505 EAST SIXTH AVENUE TALLAHASSEE, FLORIDA 32303-6303

TEL 850-222-0184 E-MAIL fslockwood@nettally.com

April 10, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE:

WeLearn.net LLC

Dear Sir or Madam:

Enclosed please find a copy of the Articles of Organization for WeLearn.net, a Florida limited liability corporation. Also enclosed is a check in the amount of \$135.00 to pay for the filling fee for the Articles of Organization, certified copy and certificate of status.. Please send these documents to metal. The following address:

Dr. Frank S. Lockwood, Executive Director
The Advanced Technology Business Development Center at
Tallahassee Community College
444 Appleyard Drive
Tallahassee, Florida 32304-2895

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME:

The name of the Limited Liability Company is: WeLearn.net LLC

ARTICLE II - ADDRESS:

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

WeLearn.net LLC

c/o The Advanced Technology Business Development Center at Tallahassee Community College

444 Appleyard Drive

Tallahassee, Florida 32304-2895

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE:

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

Dr. Frank S. Lockwood, Executive Director
The Advanced Technology Business Development Center at Tallahassee Community College
444 Appleyard Drive
Tallahassee. Florida 32304-2895

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 as provided for in Chapter 608,F.S.

Registered Agent's Signature

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by one or more manager or more managers and is, therefore, a manager-managed company.

Signature of a member

Dr. Frank S. Lockwood