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LAW OFFICES OF
JOSEPH R. CIANFRONE, P.A.

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April 10, 2000

Department of State
P.O. Box 6327
Tallahassee, Florida 32314

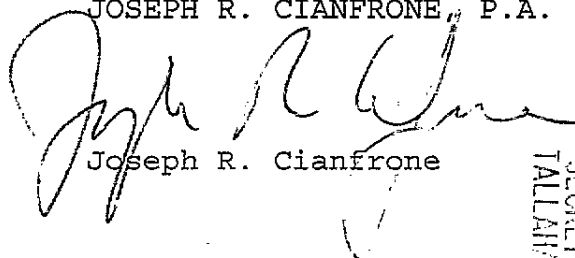
Re: Articles of Organization, Florida Limited Liability Company,
Be the Brightest, L.C.

Dear Sir/Madame:

Enclosed please find the original Articles of Organization along
with an extra copy and check in the amount of \$125.00 for the
filing fee and designation of agent. Please provide a time stamped
copy of the Articles reflecting filing.

I thank you for your attention in this matter 000003214180--6
-04/19/00-01021--014
Sincerely, ****125.00 ****125.00

JOSEPH R. CIANFRONE, P.A.


Joseph R. Cianfrone

JRC:dmc
Enclosures

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ARTICLES OF ORGANIZATION
FOR
BE THE BRIGHTEST, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
NAME

The name of the Limited Liability Company is: BE THE BRIGHTEST,
L.C.

ARTICLE II
ADDRESS

The mailing address of the principal office of the limited
liability company is:

500 North Osceola Avenue #208
Clearwater, Florida 33755
Tel (727) 446-2312

ARTICLE III
DURATION

The limited liability company shall dissolve and terminate at the
earliest of the following events:

1. Written consent of all members;
2. Thirty years from the date of the formation of the
limited liability company;
3. The entry of decree of judicial dissolution.

ARTICLE IV
MANAGEMENT

The limited liability company is to be managed by the members and
the names and addresses of the managing members are:

1. George A. Malnati
500 North Osceola Avenue #410
Clearwater, Florida 33755
Tel (727) 446-2312
2. Ido Fischler
500 North Osceola Avenue #208
Clearwater, Florida 33755
Tel (727) 449-2209

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3. Bernard K. Reichel, Jr.
500 North Osceola Avenue #208
Clearwater, Florida 33755
Tel (727) 449-2209
4. EduCore, LLC
c/o Edwin Bickel
1031 Calumet Street
Clearwater, Florida 33755
Tel (727) 441-3992

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

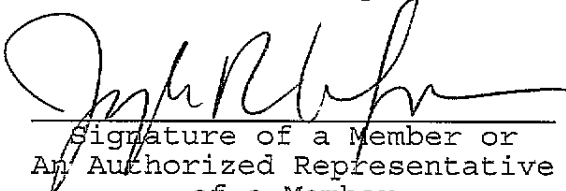
The right of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous consent of all members, and in accordance with requirements, provided in the Operating Agreement.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the limited liability company continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued Membership of a Member in the limited company shall be granted by the unanimous consent of all remaining Members.

The undersigned member of the limited liability company certifies:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by the member is
3. The agreed value of property other than cash contributed by members is (A description of the property is attached and made a part hereto) N/A; and
4. The total amount of cash and property contributed and anticipated to be contributed by members is



Signature of a Member or
An Authorized Representative
of a Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

George A. Malnati
Joseph R. Cianfrone, Attorney
and Authorized Agent
for George A. Malnati, Member

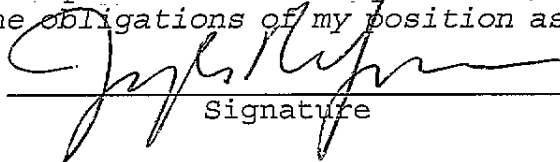
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
Be the Brightest, L.C.
2. The name and the Florida street address of the registered agent are:

Joseph R. Cianfrone, Esquire
1968 Bayshore Boulevard
Dunedin, Florida 34698

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.


Signature

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