

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8000 • 1-800-342-8000 • Fax (850) 224-1212

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American Classroom, LLC

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LTD Partnership File _____
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✓ L.C. File *Photo* _____
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Merger File _____
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RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
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Vehicle Search _____
Driving Record _____
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Courier _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 APR 26 AM 10:53

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

AMERICAN CLASSROOM, L.L.C.

a Florida Limited Liability Company

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**ARTICLE I
NAME**

The name of this Limited Liability Company is AMERICAN CLASSROOM, L.L.C. (the "Company").

**ARTICLE II
PURPOSE**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
ADDRESS**

The mailing and street address of the Company's principal place of business is:

981 Ridgewood Avenue, Suite 105, Venice, FL 34292

**ARTICLE IV
DURATION**

The Company's existence shall commence on the date of filing and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

**ARTICLE V
MANAGEMENT**

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

**ARTICLE VI
MEMBERS**

The names and addresses of the initial members are as follows:

Brad Kelley
P.O. Box 1355
Boca Grande, FL 33921

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

**ARTICLE VIII
CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION
AND MEMBER VOTING**

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the initial members of the of the Company is as follows:

<u>Name</u>	<u>Amount</u>	<u>Percentage</u>
Brad Kelley	50,000.00	100%

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

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C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE IX ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE X AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

ARTICLE XI - INDEMNITY OF MANAGERS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he or she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee, or another limited liability company, corporation, partnership, joint venture, trust or other enterprise in which he or she served as such at the request of the Company, shall be indemnified by the Company against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such manager, managing member, officer, or employee is liable for negligence or misconduct in the performance of his or her duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any manager, managing member, officer, or employee may be entitled apart from the provisions of this Section, specifically, but not exclusively, in this regard the provisions of Section 608.4363 Fla. Stat., as the same may be amended from time to time, shall apply.

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ARTICLE XII
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this limited liability company in the State of Florida is 981 Ridgewood Avenue, Suite 101, Venice, Florida 34292. The initial Registered Agent is designated as Greg A. Betterton.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 25th day of April, 2000.

AUTHORIZED REPRESENTATIVE
OF AMERICAN CLASSROOM, L.L.C.



GREG A. BETTERTON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF SARASOTA)

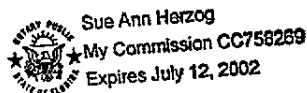
The foregoing instrument was acknowledged before me this 25th day of April, 2000, by GREG A. BETTERTON, as Authorized Representative of AMERICAN CLASSROOM, L.L.C., who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.



Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby state that he is familiar with, and accepts the obligations or his position as Registered Agent and designates as his location for service of process as:

Greg A. Betterton, Attorney at Law
981 Ridgewood Avenue, Suite 101
Venice, Florida 34292

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



GREG A. BETTERTON (SEAL)

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TALLAHASSEE, FLORIDA

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