

Fax Audit No. H00000034557 9

ARTICLES OF ORGANIZATION
FOR
SCHOOLHOUSE GROUP, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of this Limited Liability Company is **SCHOOLHOUSE GROUP, LLC**

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company is 5201 Blue Lagoon Drive, Suite 700, Miami, Florida 33126.

FILED
00 JUN 29 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:

Rene V. Murai
FL Bar #: 122154
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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ARTICLE III

DURATION

The period of this Company's duration shall be perpetual.

ARTICLE IV

MANAGEMENT

Management of the Company is to be reserved to the members.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company in the State of Florida is 900 Ingraham Building, 25 S.E. 2nd Avenue, Miami, Fl 33131 and the name of the initial registered agent of the Company at that address is Murai Wald Biondo & Moreno, P.A.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority-in-interest of members of the Company, in the manner set forth in the Operating Agreement of the Company.

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ARTICLE VII

RIGHT TO CONTINUE BUSINESS

The remaining members may 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 Company.

25th IN WITNESS WHEREOF, the undersigned has hereunto set its hands and seals this day of June, 2000.



HUMBERTO GONZALEZ
Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
SCHOOLHOUSE GROUP, LLC**

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

1. The name of the limited liability Company is: **SCHOOLHOUSE GROUP, LLC**
2. The name and the Florida street address of the registered agent are:

Murai, Wald, Biondo & Moreno, P.A.
900 Ingraham Building
25 Southeast 2nd Avenue
Miami, Florida 33131

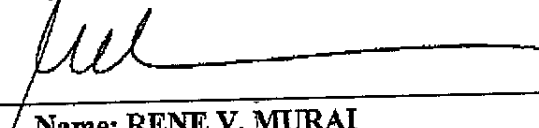
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ACKNOWLEDGMENT

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 28 day of June, 2000.

MURAL WALD, BIONDO & MORENO, P.A.

By: 
Name: **RENE V. MURAI**
Title: **President**