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ATTY NO. 427
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MATTER NO. 78107

From: **GAIL S. ANDRE'**
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (407)843-4444

PLEASE ARRANGE FILING OF THE ARTICLES OF ORGANIZATION WITH AN EFFECTIVE DATE OF TODAY, DECEMBER 28, 2000, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL ANDRE'

LIMITED LIABILITY COMPANY

SUNGATE EDUCATION, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
SUNGATE EDUCATION, LLC

ARTICLE I - NAME

The name of this limited liability company is SUNGATE EDUCATION, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 3260 University Boulevard, Suite 210, Winter Park, Florida 32792.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

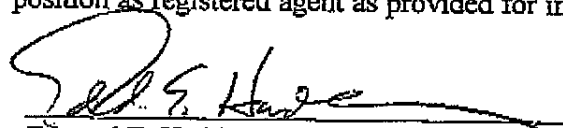
ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 3260 University Boulevard, Suite 210, Winter Park, Florida 32792, and the name of the initial registered agent of the Company at that address is Edward E. Haddock, Jr.


Edward E. Haddock, Jr., Sole Member

ACCEPTANCE OF REGISTERED AGENT

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, Florida Statutes.


Edward E. Haddock, Jr.