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LIBO B. FINEBERG
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3500 Gateway Drive, Suite 201
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Tel: (954) 975-6060 Fax: (954) 975-6005

January 23, 2001

Via Airborne Express
AWB # 5989854242

Registration Section
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/24/01--01074--013
****125.00 ****125.00

Re: Articles of Incorporation for THE SAGEMONT VIRTUAL UPPER SCHOOL, LLC

Dear Division of Corporations:

Enclosed please find two original signed Articles of Organization for

THE SAGEMONT VIRTUAL UPPER SCHOOL, LLC

Also enclosed is trust account check no. 6811 in the amount of \$125.00 for filing of the Articles with the Department of State. Please return a certified copy of these Articles to this office via Airborne Express. A return airway bill (# 5989854345) and express envelope are enclosed.

Do not hesitate to call should you require any additional information or should you have any questions. Thank you for your courtesies.

Very truly yours,

(Dictated but not signed
to expedite delivery)

Libo B. Fineberg

LBF/gaf *[Signature]*

/enclosures

FILED
01 JAN 29 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L01-1486
[Signature]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 2001

LIBO FINEBERG
3500 GATEWAY DRIVE, SUITE 201
POMPANO BEACH, FL 33069-4870

SUBJECT: THE SAGEMONT VIRTUAL UPPER SCHOOL, LLC
Ref. Number: W01000001921

We have received your document for THE SAGEMONT VIRTUAL UPPER SCHOOL, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 401A00004218

FILED
01 JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Office of
LIBO B. FINEBERG

3500 Gateway Drive, Suite 201
Pompano Beach, Florida 33069-4870
email: libofineberg@email.com
Telephone (954) 975-6060
Facsimile (954) 975-6005

January 26, 2001

Via Airborne Express
AWB# 5989859945

Ms. Tammi Cline, Document Specialist
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: The Sagemont Virtual Upper School, LLC
Ref. Number: W01000001921
Letter Number: 401A00004218

Dear Ms. Cline:

We are in receipt of your letter dated January 25, 2001, regarding the Articles of Organization of the Sagemont Virtual Upper School, LLC, a copy of which is enclosed. Pursuant to your letter you will find enclosed two corrected original copies of Articles of Organization.

Please return a certified copy of these Articles to this office via Airborne Express. A return airway bill (# 5989860041) and express envelope are enclosed.

Do not hesitate to call should you require any additional information or should you have any questions. Thank you for your courtesies.

Very truly yours,

LAW OFFICE OF LIBO B. FINEBERG



Gustavo A. Fortich

/enclosures

FILED
01 JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
THE SAGEMONT VIRTUAL UPPER SCHOOL, LLC
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is:
THE SAGEMONT VIRTUAL UPPER SCHOOL, LLC

ARTICLE II — Address:

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

1570 Town Center Circle
Weston, Florida 33326

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Member Name	Address
SAGEMONT CORP.	1570 Town Center Circle Weston, Florida 33326
LIBO B. FINEBERG	3500 Gateway Drive, Suite 201 Pompano Beach, Florida 33069
RICHARD GOLDMAN	1570 Town Center Circle Weston, Florida 33326
RENEE GOLDMAN	1570 Town Center Circle Weston, Florida 33326

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01 JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V — Admission of Additional Members:

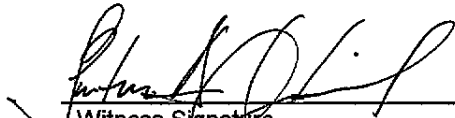
The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be solely the terms and conditions and approval of Sagemont Corp., as the Sagemont Corp., in its sole discretion decides.

ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the

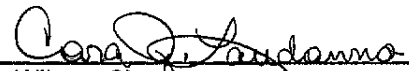
occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be absolute.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 26 day of JANUARY, 2001.



Witness Signature
GUSTAVO A. FORTICH

Printed Name

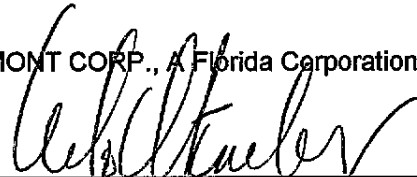


Witness Signature
Carlos J. Laudanno

Printed Name

SAGEMONT CORP., A Florida Corporation

By:



LIBO B. FINEBERG

Printed Name

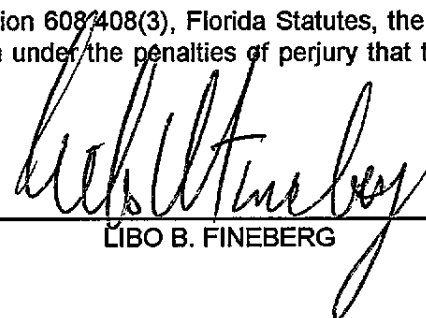
Title



LIBO B. FINEBERG

Signature of an authorized representative of a member executing the Articles of Organization.

(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.)



LIBO B. FINEBERG

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01 JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

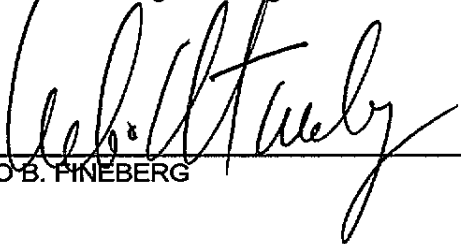
1. The name of the Limited Liability Company is:

THE SAGEMONT VIRTUAL UPPER SCHOOL, LLC

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

**LIBO B. FINEBERG, ESQ.
3500 GATEWAY DRIVE, SUITE 201
POMPANO BEACH, FLORIDA 33069**

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.


LIBO B. FINEBERG

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01 JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA