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236 East 6th Avenue . Tallahassee, Florida 32303

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LLC

1.) Earn College Credits, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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****125.00 ****125.00

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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ARTICLES OF ORGANIZATION

OF

EARN COLLEGE CREDITS, LLC

a Florida Limited Liability Company

**ARTICLE I
NAME**

The name of this Limited Liability Company is EARN COLLEGE CREDITS, LLC (the "Company").

**ARTICLE II
ADDRESS**

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

4863 Flamingo Road
Tampa, Florida 33611

**ARTICLE III
DURATION**

The Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its manager and the name and address of such manager who is to serve as manager is:

W.A. Kelman
4863 Flamingo Road
Tampa, Florida 33611

APPROVED
AND
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CLERK OF DISTRICT
CLERK OF DISTRICT

ARTICLE V
ADMISSION OF NEW MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The manager may admit new members in its sole and unfettered discretion subject only to the condition that such additional member must agree in writing to be bound as a member by the Operating Agreement of the Company.

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:

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 not terminate the company, and the business of the company shall be automatically continued, so long as there is at least one remaining member.

EARN COLLEGE CREDITS, LLC

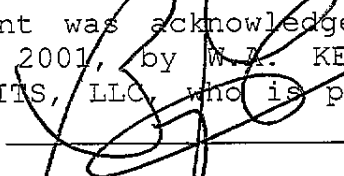
By: 

(W.A. KELMAN)

Its: Managing Member

STATE OF FLORIDA
COUNTY OF Billsborough

7th day of February, 2001, by W.A. KELMAN, as Managing Member of EARN COLLEGE CREDITS, LLC, who is personally known to me or who produced identification.



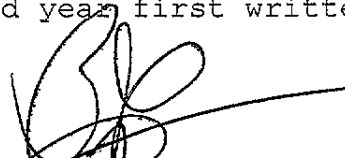
OFFICE 16 APR 11:55
NOTARY PUBLIC
FLORIDA

AND
FILED

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

My Commission Expires:





Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

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:

The name of the Limited Liability Company is: EARN COLLEGE CREDITS, LLC.

The name and Florida street address of the Registered Agent are:

W.A. Kelman
4863 Flamingo Road
Tampa, FL 33611

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



(SEAL)
(W.A. KELMAN)

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA