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TRANSMITTAL MEMORANDUM

To: Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Date: May 24, 2001

Re: SEMINOLE SOCCER SCHOOL,  
LLC

File No. W-51,377

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. Original Articles of Organization.
2. Check for \$155.00, covering;  
\$100.00 Filing Fee  
25.00 Registered Agent  
30.00 Certified Copy

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-05/29/01--01035--004  
\*\*\*155.00 \*\*\*155.00

PLEASE TAKE THE FOLLOWING ACTION:

Please file the Articles and return one certified copy to our office.

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.  
Attorneys at Law  
Suite 22, Sun Bank  
Post Office Box 4848  
Sanford, Florida 32772-4848  
Telephone: (407) 322-2171  
Orlando Exchange: (407) 834-5119  
FAX: (407) 330-2379

/s/ FRANK C. WHIGHAM

FRANK C. WHIGHAM, ESQUIRE

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ARTICLES OF ORGANIZATION  
OF  
SEMINOLE SOCCER SCHOOL, LLC

I, the undersigned as organizer and only member of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I  
NAME

The name of the limited liability company shall be **SEMINOLE SOCCER SCHOOL, LLC**.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this limited liability company is **4005 Misty Morning Place, Casselberry, FL 32707**, and the mailing address shall be the same. This limited liability company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE III  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **4005 Misty Morning Place, Casselberry, FL 32707**, and the name of the company's initial registered agent at that address is **LAWRENCE D. McCORKLE**.

ARTICLE IV  
MEMBERS AND MANAGEMENT

The management of the company is reserved to the members of the company, in proportion to their contribution to the capital of the limited liability company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The names and addresses of the members of the company are:

LAWRENCE D. McCORKLE  
4005 Misty Moring Place  
Casselberry, FL 32707

No additional members shall be admitted unless all members, (including any additional members other than original members) shall unanimously agree, and on such terms and conditions as shall be agreed unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this limited liability company, shall terminate this company, unless the remaining members shall unanimously agree to continue the business of the company, in which event, this company shall not so terminate.

#### ARTICLE V DURATION

The period of duration for this limited liability company shall be perpetual from the date of issuance of a Certificated of Organization by the State of Florida.

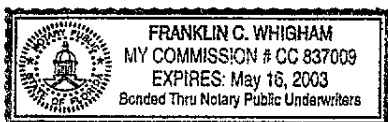
IN WITNESS WHEREOF, the undersigned organizers have executed these Articles of Organization of SEMINOLE SOCCER SCHOOL, LLC on this 22 day of May, 2001.

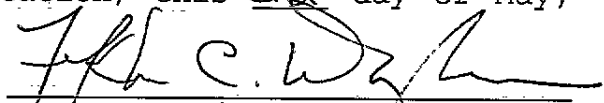
  
LAWRENCE D. McCORKLE

STATE OF FLORIDA )  
COUNTY OF SEMINOLE )

The foregoing instrument was acknowledged before me by LAWRENCE D. McCORKLE, personally known to me, or who provided as identification, this 22 day of May, 2001.

(Affix notarial seal)



  
Notary Public-State of Florida  
Print Name: Franklin C. Whigham

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA     )  
COUNTY OF SEMINOLE    )

Pursuant to the provisions of Section 608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the limited liability company is **SEMINOLE SOCCER SCHOOL, LLC**.

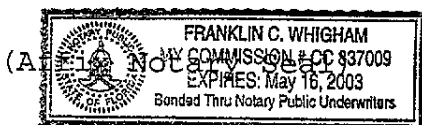
2. The name of the registered agent for **SEMINOLE SOCCER SCHOOL, LLC**, is **LAWRENCE D. McCORKLE**, and the street address of the company's principal office where the agent is located is 4005 Misty Morning Place, Casselberry, FL32707.

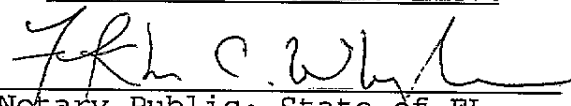
3. This statement is to acknowledge that, as indicated above, **SEMINOLE SOCCER SCHOOL, LLC**, has appointed me, **LAWRENCE D. McCORKLE**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent 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.

Dated this 22 day of May, 2001.

  
**LAWRENCE D. McCORKLE**

The foregoing instrument was acknowledged before me this 22 day of May, 2001, by **LAWRENCE D. McCORKLE**, agent on behalf of **SEMINOLE SOCCER SCHOOL, LLC**, a limited liability company. He is personally known to me or provided \_\_\_\_\_ as identification.



  
Notary Public, State of FL  
Print Name: Franklin C. Whigham

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