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AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : June 6, 2001
ORDER TIME : 9:59 AM
ORDER NO. : 175444-005
CUSTOMER NO: 4300A

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CUSTOMER: David Vogel, Legal Asst
Weiner Cummings & Vittoria
4th Floor
1428 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: AMERICAN EDUCATIONAL
ENTERPRISES, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

RECEIVED SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 JUN -6 AM 10:45
DIVISION OF CORPORATION
01 JUN -6 AM 11:19
APPROVED AND FILED

JB
6-6-01

**ARTICLES OF ORGANIZATION
FOR
AMERICAN EDUCATIONAL ENTERPRISES, LLC**

ARTICLE I - NAME

The name of this limited liability company shall be **AMERICAN EDUCATIONAL ENTERPRISES, LLC**.

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida limited liability company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street of this limited liability company shall be 4206 W. 12th Avenue, Hialeah, FL 33012.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

**Lawrence Weiner
1428 Brickell Avenue, Suite 400
Miami, FL 33131**

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TALLAHASSEE, FLORIDA
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ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing member.

ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

Jose Regueiro
4206 W. 12th Avenue
Hialeah, FL 33012

Maria C. Regueiro
4206 W. 12th Avenue
Hialeah, FL 33012

Omar Sanchez
4206 W. 12th Avenue
Hialeah, FL 33012

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or registration.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida limited liability company Act.

01 JULY - 6 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 4TH day of June, 2001.



FRANCISCO ANDREU
Authorized Representative of the Members

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is **AMERICAN EDUCATIONAL ENTERPRISES, LLC.**

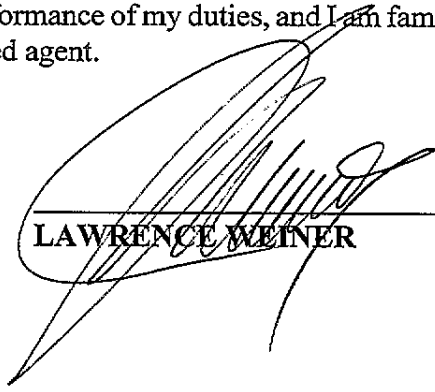
The name and address of the registered agent and office is:

**Lawrence Weiner
1428 Brickell Avenue, Suite 400
Miami, FL 33131**

Having been named as registered agent and to accept service of process for the above-named 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 positions as registered agent.

Date: June 4, 2001

805111c.001



LAWRENCE WEINER

ATTN: [unclear]
AND
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TALLAHASSEE, FLORIDA