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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANYSM

1201 Hays Street
Tallahassee, FL 32301
850-521-1000
850-521-1010(fax)

Account Number: 072100000032

Client Account Number: _____

Cost Limit: 240.00

Authorization: _____

Contact: Carina Dunlap

Corporation Name(s) & Document number(s)

- 1) Pinecrest School Development LLC
- 2) School Development East LLC
- 3) School Development LLC
- 4) School Development II LLC

___ Stamped Copy

☒ Certified Copy And a good standing!

Type of Filings:

New Filings

___ Profit

___ NFP

☒ LLC

___ LTD

Amendment

☒ Amendment

___ COA

___ Dissolution/Withdrawal

___ Merger

Qualification

___ Profit

___ NFP

___ LLC

___ LTD

Other:

___ Annual Report

___ Fictitious Name

___ Reinstatement

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ARTICLE OF AMENDMENT TO
ARTICLES OF ORGANIZATION FOR
SCHOOL DEVELOPMENT LLC
A FLORIDA LIMITED LIABILITY COMPANY

THIS IS TO CERTIFY THAT:

FIRST: This Article amends the Articles of Organization of SCHOOL DEVELOPMENT LLC, a Florida limited liability company ("Company").

SECOND: The Articles of Organization were filed with the Florida Department of State on June 26, 2001.

THIRD: The Articles of Organization were previously silent as to the "Purpose" of the Company. The Articles of Organization, as amended, shall provide as follows:

"Purpose. The Company is organized solely to purchase, acquire, buy, sell, own, trade in, hold, develop, manage, subdivide, finance, refinance, mortgage, operate, improve, maintain, repair, alter or modify that certain property located at 11100 NW 27th Street, Miami, FL 33172-5001, or any additional lands for the purpose of leasing said lands to a charter school and for use as a charter school facility. The Company shall engage in any other lawful activities which are reasonably necessary convenient or incidental to the foregoing purposes, and may make and manage passive investments of its available funds from time to time."

CLERK OF STATE
TALLAHASSEE, FLORIDA

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FOURTH: The Articles of Organization previously provided for management by managing members of the Company. Article IV-MANAGEMENT shall now provide as follows:

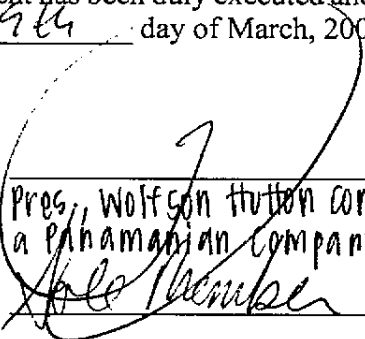
ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers, as provided in the Operating Agreement of the Company.

FIFTH: The Registered Agent for the Company is Ignacio G. Zulueta, Esq., whose address is 6255 Bird road, Miami, Florida 33155.

SIXTH: Except as expressly modified by this Article, the Articles of Organization remains unchanged and in full force and effect.

IN WITNESS WHEREOF, this Article of Amendment has been duly executed and is being
filed in accordance with Section 608.411 F.S., this 29th day of March, 2004.



Pres., Wolfson Hutton Company, Inc.,
a Panamanian Company

~~John H. Hutton~~