

LAW OFFICES

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July 27, 2001

VIA FEDERAL EXPRESS

Secretary of State

Division of Corporations

409 E. Gaines Street

Tallahassee, Florida 32399

EFFECTIVE DATE

7-27-01

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****125.00 ****125.00

RE: Union Park Pre-School, L.L.C.

Dear Sir/Madam:

I enclose our check in the amount of \$125.00 to cover the cost of filing the attached Articles of Organization.

Please file and forward confirmation via facsimile and regular mail to the attention of the undersigned. I have enclosed a self addressed envelope for you convenience.

Do not hesitate to contact me if you have any questions.

Very truly yours,

DeCUBELLIS & MEEKS, P.A.


Perette M. Lawrence

PML:dmb

Encl.

cc: Yolanda Orndoff

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
UNION PARK PRE-SCHOOL, L.L.C.**

ARTICLE I

NAME

The name of this limited liability company (the "Company") is **UNION PARK PRE-SCHOOL, L.L.C.**, and its mailing address is 1227 Flowers Pointe Lane, Orlando, Florida 32825 and the principal place of business of the Company shall be located at 1227 Flowers Pointe Lane, Orlando, Florida 32825.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall commence existence on the date of signing these articles of organization and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, with such limitations as may be set forth in the Company Operating Agreement or Regulations, whichever applies, from time to time.

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 837 North Garland Avenue, Orlando, Florida 32801, and the initial registered agent of this Company at that address shall be DeCubellis & Meeks, P.A., Attn: Daniel L. DeCubellis. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

ARTICLE V

MANAGEMENT

The Limited Liability Company is to be managed by the Manager and is, therefore, a Manager-managed company.

ARTICLE VI

REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of the Company or the Operating Agreement, whichever applies, of the Company shall be vested in the Members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Company's Regulations or Operating Agreement, whichever applies.

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ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,

DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business of the Company as provided in the Regulations or Operating Agreement, whichever applies, of the Company.

ARTICLE IX

AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X

HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of organization declaring and certifying that the facts stated herein are true, this 27th day of July, 2001.


Yolanda Orndoff, Managing Member

(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.)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

UNION PARK PRE-SCHOOL, L.L.C., (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **DeCubellis & Meeks, P.A.** as its Registered Agent to accept service of process within the State of Florida with its registered office located at 837 North Garland Avenue, Orlando, FL 32801, Attn: Daniel L. DeCubellis.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27th day of July, 2001.

DeCubellis & Meeks, P.A.

By: _____

Daniel L. DeCubellis
Registered Agent

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