

Anchors, Foster, McInnis & Keefe, P. A.
Attorneys at Law

909 MAR WALT DRIVE, SUITE 1014
FT. WALTON BEACH, FLORIDA 32547-6711

AREA CODE 850
TELEPHONE 863-4064
FAX 862-1138

EMAIL: AFMR@CYBERTRON.COM

C. LEDON ANCHORS
W. SCOTT FOSTER *
C. JEFFREY MCINNIS
LAWRENCE KEEFE
MICHELLE ANCHORS

* ALSO ADMITTED IN ALABAMA

L010000/8359

October 18, 2001

EFFECTIVE DATE
10-18-01

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RE: The Art School, LLC

300004648363--9
-10/22/01--01068--006
****155.00 ****155.00

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Provided you find the documents in order, I would request that you endorse your approval to the Articles of Organization on the copy, certify the same, and return the copy of the document to my office. I have enclosed a self-addressed, stamped envelope for your convenience.

A check is also enclosed to cover the \$100.00 filing fee, the \$30.00 fee for the certified copy of the Certificate of Organization, and the \$25.00 fee for filing the Resident Agent Certificate (which Certificate is also enclosed).

Thank you in advance for your anticipated assistance. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Anchors, Foster, McInnis & Keefe, P.A.



Michelle Anchors

MA:slb
Enclosure

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF THE ART SCHOOL, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - NAME:

The name of the limited liability company is THE ART SCHOOL, LLC (the "Company").

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is 230 Miracle Strip Parkway, S.E., Fort Walton Beach, Florida 32569. The registered office of the Limited Liability Company is 230 Miracle Strip Parkway, S.E., Fort Walton Beach, Florida 32569.

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall commence on the date set forth below (i.e., the date of subscription and acknowledgment of these Articles of Organization) and shall be perpetual unless the Limited Liability Company is terminated as provided in its regulations; provided, however, that the remaining members may continue the existence of the Limited Liability Company as provided in Article VI below and as further provided in its regulations.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is Susan O'Connell, 230 Miracle Strip Parkway, S.E., Fort Walton Beach, Florida 32569.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

New members of the Limited Liability Company shall be admitted only upon the consent of all the members or otherwise pursuant to the terms and provisions of its regulations.


ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right, by unanimous consent, pursuant to the terms and provisions of its regulations, to continue the

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TALLAHASSEE, FLORIDA

business of the Limited Liability Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which otherwise terminates the continued membership of a member in the Limited Liability Company.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 18th day of October, 2001.


SUSAN O'CONNELL

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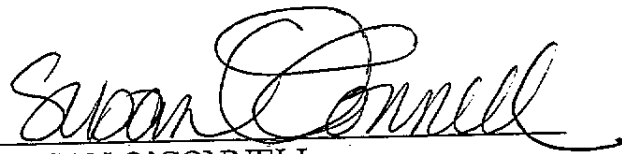
**CERTIFICATE DESIGNATING REGISTERED OFFICE
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THE ART SCHOOL, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, with its registered office, as indicated in its Articles of Organization, at 230 Miracle Strip Parkway, S.E., Fort Walton Beach, Florida 32569, has named SUSAN O'CONNELL, located at 230 Miracle Strip Parkway, S.E., Fort Walton Beach, Florida 32569, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


SUSAN O'CONNELL

THIS INSTRUMENT PREPARED BY
ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.
909 Mar Walt Drive, Suite 1014
Fort Walton Beach, FL 32547
Telephone: (850) 863-4064

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