

L020000000677

TRANSMITTAL LETTER

January 3, 2002

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/07/02--01052--009
****130.00 ****130.00

RE: NEW HORIZONS USA, LLC

Dear Sir or Madam:

L02-677

Enclosed please find an original and one copy of the Articles of Organization for the Limited Liability Company stated above, along with a check in the amount of \$130.00 for the Filing Fee and Certificate of Status.

From: Derick M. Coles

4134 Gulf of Mexico Drive, Suite 302

Longboat Key, FL 34228

(941) 387-0809, Extension 339

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
NEW HORIZONS USA, LLC
(A FLORIDA LIMITED LIABILITY COMPANY)**

ARTICLE I: Name. The name of the Limited Liability Company is:

NEW HORIZONS USA, LLC


ARTICLE II: Address. The mailing address and street address of the principal office of the Limited Liability Company is:

4134 Gulf of Mexico Drive, Suite 302
Longboat Key, FL 34228

ARTICLES III: Registered Agent, Registered Office & Registered Agent's Signature.
The name and Florida street address of the registered agent are:

Derick M. Coles
4134 Gulf of Mexico Drive, Suite 302
Longboat Key, FL 34228

Having been named as registered agent and to accept service of process for the above stated 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 position as registered agent as provided for in Chapter 608, F.S.




Derick M. Coles
Registered Agent

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ARTICLE IV: Management. The Limited Liability Company is to be managed by one or more managers, and is therefore a manager-managed company.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Derick M. Coles, Member