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Division of Corporations

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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

AL

LIMITED LIABILITY COMPANY**EDWORKS USA, LLC**SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF ORGANIZATION
OF
EDWORKS USA, LLC

ARTICLE I

The name of the limited liability company (hereinafter called the "limited liability company") is EdWorks USA, LLC.

ARTICLE II

The address of the principal office and the mailing address of the limited liability company is 7700 North Kendall Drive, Suite 707, Miami, Florida 33156.

ARTICLE III

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

Corpdirect Agents
103 N. Meridian St., Lower Level
Tallahassee, Florida 32301

Having been named as the 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.

CORPDIRECT AGENTS

By: Pam Wolfe

Date: February __, 2002

Name: Pam Wolfe

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ARTICLE IV

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



Oscar Balsman, Member

(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.)

Oscar Balsman

Typed or printed name of signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (OPTIONAL)
\$ 5.00 Certificate of Status (OPTIONAL)

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