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June 28, 2002

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

FILED
02 JUL -1 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Scope eKnowledge Centers, LLC

Gentlemen:

Enclosed are an original and one copy of Articles of Organization for Scope eKnowledge Centers, LLC, together with an original Affidavit of Membership and Contributions and Certificate of Designation and Acceptance of Registered Agent. I also enclose my client's check payable to the Division of Corporations for the following:

Filing fee	\$100.00
Registered agent fee	25.00
Certified copy	<u>8.75</u>
Total:	\$133.75

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Please return a certified copy of the recorded Articles of Organization to the undersigned. Thank you for your assistance and cooperation in this matter.

Very truly yours,


Michael J. Appleton

MJA:s
Enclosures

BK

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SCOPE EKNOWLEDGE CENTERS, LLC**

The undersigned, for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I

The name of the limited liability company shall be Scope eKnowledge Centers, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company is 1034 Alvina Lane, Oviedo, Florida 32765.

ARTICLE III

The limited liability company shall commence its existence effective July 1, 2002. The limited liability company's existence shall be perpetual unless it is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV

The registered office of the limited liability company is 3117 Edgewater Drive, Orlando, Florida 32804. The name of the registered agent at said address is Michael J. Appleton.

ARTICLE V

The sole member of the limited liability company is Samar Das. He shall contribute the sum of \$500.00 in cash to the capital of the limited liability company.

ARTICLE VI

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Additional capital contributions to the limited liability company may be required only with the unanimous written consent of all of its members.

ARTICLE VII

No additional members may be admitted to the limited liability company without the unanimous written consent of all of the then existing members and upon such terms and conditions as shall be determined by all of said members. A member may transfer his or her interest in the limited liability company only in accordance with the regulations of the limited liability company, but the transferee of such interest shall not have the right to participate in the management of the business of the limited liability company or to become a member without the written consent of all of the members other than the member desiring to transfer his or her interest.

ARTICLE VIII

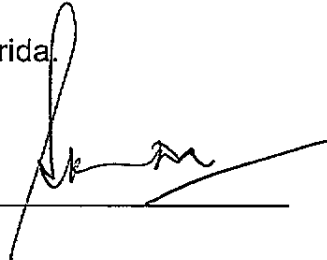
In the event of the death, bankruptcy or dissolution of a member, or upon the occurrence of any other event resulting in the termination of the continued membership of a member in the limited liability company, the company shall be dissolved unless the remaining members unanimously consent in writing to the continuation of the business of the company.

ARTICLE IX

The limited liability company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business of the limited liability company. The regulations may contain any provisions for the management of the business of the limited liability company which do not conflict with these Articles of

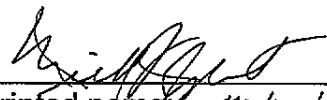
Organization or which are not otherwise violative of applicable law. The name and address of the initial manager of the limited liability company is Samar Das, 1034 Alvina Lane, Oviedo, Florida 32765.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned organizer on June 28th, 2002 at Orlando, Florida.




Samar Das

SWORN TO AND SUBSCRIBED before me this 28th day of June, 2002 by Samar Das, who is personally known to me.



Printed name: Michael J. Appleton
Notary Public

My commission expires:

 Michael J Appleton
My Commission CC787168
Expires November 1, 2002

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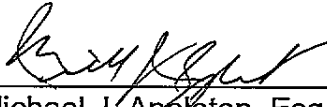
CERTIFICATE OF DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT/REGISTERED OFFICE

In accordance with the provisions of Section 608.415 of the Florida Statutes, Scope eKnowledge Centers, LLC submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is Scope eKnowledge Centers, LLC.
2. The name and street address of the registered agent in Florida are:

Michael J. Appleton, Esq.
3117 Edgewater Drive
Orlando, Florida 32804

The undersigned, being the person named in the Articles of Organization of Scope eKnowledge Centers, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-named company at the place designated in the Articles of Organization, and accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



Michael J. Appleton, Esq.

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