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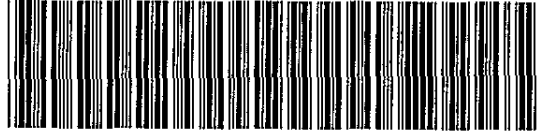
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CORPORATION SERVICE COMPANYSM

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Contact: Carina Dunlap

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TALLAHASSEE, FLORIDA

Corporation Name(s) & Document number(s)

- 1) Pinecrest School Development LLC
- 2) School Development East LLC
- 3) School Development LLC
- 4) School Development II LLC

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TALLAHASSEE, FLORIDA

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Type of Filings:

New Filings	Amendment	Qualification
<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Profit
<input type="checkbox"/> NFP	<input type="checkbox"/> COA	<input type="checkbox"/> NFP
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> LLC
<input type="checkbox"/> LTD	<input type="checkbox"/> Merger	<input type="checkbox"/> LTD

Other:

Annual Report Fictitious Name Reinstatement

ARTICLE OF AMENDMENT TO
ARTICLES OF ORGANIZATION FOR
SCHOOL DEVELOPMENT EAST LLC,
A FLORIDA LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY THAT:

FIRST: This Article amends the Articles of Organization of School Development East LLC, a Florida limited liability company ("Company").

SECOND: The Articles of Organization were filed with the Florida Department of State on August 2, 2002.

THIRD: The Articles of Organization were previously silent as to the "Purpose" of the Company. The Articles of Organization, as amended, shall provide as follows:

"Purpose. The Company is organized solely to purchase, acquire, buy, sell, own, trade in, hold, develop, manage, subdivide, finance, refinance, mortgage, operate, improve, maintain, repair, alter or modify those certain properties located at 476 SW 4th Street, Miami-Dade County, Florida 33130, 468 SW 4th Street, Miami-Dade County, Florida 33130, and 458 SW 4th Street, Miami-Dade County, Florida 33130, or any additional lands for the purpose of leasing said lands to a charter school and for use as a charter school facility. The Company shall engage in any other lawful activities which are reasonably necessary convenient or incidental to the foregoing purposes, and may make and manage passive investments of its available funds from time to time."

FOURTH: The Articles of Organization previously provided for management by managing members of the Company. Article IV-MANAGEMENT is amended and restated in its entirety as follows:

ARTICLE IV – MANAGEMENT

The Limited Liability Company is to be managed by one or more managers, as provided in the Operating Agreement of the Company.

FIFTH: The Articles of Organization previously provided for admission of new members and managing members on certain conditions. Article V-ADMISSION OF ADDITIONAL MEMBERS is hereby amended and restated in its entirety as follows:

ARTICLE V – ADMISSION OF ADDITIONAL MEMBERS

New members may be admitted upon the approval by all of the then existing members of the Limited Liability Company.

SIXTH: The Registered Agent for the Company is Ignacio G. Zulueta, Esq., whose address is 6255 Bird road, Miami, Florida 33155.

SEVENTH: Except as expressly modified by this Article, the Articles of Organization remains unchanged and in full force and effect.

IN WITNESS WHEREOF, this Article of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 29th day of March, 2004.


Pres., Wolfson Sutton Company, Inc.,
a Panamanian company
Sole Member