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Nicholas T. Schroeder  
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4010-D Newberry Road  
Gainesville, Florida 32607  
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August 13, 2002

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

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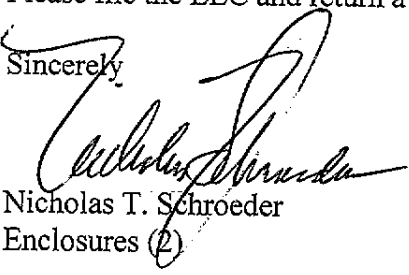
Re: *Articles of Organization of ProEd, LLC*

Enclosed are the following:

1. Articles of Organization of ProEd, LLC (2)
2. My Trust Account Check #2893 for \$125.00

Please file the LLC and return a copy to this office, thank you for your services.

Sincerely,

  
Nicholas T. Schroeder  
Enclosures (2)

FILED  
08/15/02 11:04 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name Availability	
Document Examiner	DCC
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Articles of Organization of ProEd, LLC  
A Florida Limited Liability Company

The undersigned subscribes to these Articles of Organization to form a limited liability company (the "company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes)

Article I  
Name of the Limited Liability Company.

The name of the limited liability company is ProEd, LLC.

Article II  
Principal Office.

The mailing address and the street address of the limit liability company is:

ProEd, LLC  
2805 NW 6<sup>th</sup> Street  
Gainesville, FL 32609

Article III  
Registered Agent.

The name of the initial resident agent of the company, and the address of the initial registered office of the Company is:

Nicholas T. Schroeder  
4010-D Newberry Road  
Gainesville, FL 32607

Article IV  
Amendment.

These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

Article V  
Management

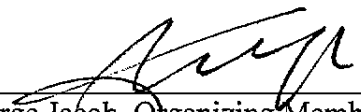
Management of the Limited Liability Company is to be Managed by one Manager or more managers and is therefore, a manager – managed company.

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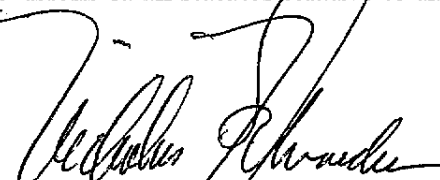
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In witness whereof, the undersigned has executed these Articles of Organization  
this 18<sup>th</sup> day of July, 2002.

  
George Jacob, Organizing Member

Having been named to accept service of process for the above stated Limited  
Liability Company, at the place designated in this certificate, I hereby agree to act in this  
capacity, and I further agree to comply with the provisions of all statutes relative to the  
proper and complete performance of my duties.

  
Nicholas T. Schroeder  
Registered Agent

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