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10390 NW 24 Ct.
Sunrise, FL 33322

December 2, 2002

Florida Department of State:

Enclosed you will find my articles of organization and a check for \$160.00 that includes all of the filing fees.

If you have any questions or concerns regarding this paperwork please call me at 954-529-6363 or 954-786-3600 ext. 3129.

Sincerely,


Neferisha Kitani Johnson

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 10, 2002

NEFERISHA KITANI JOHNSON
10390 NW 24 CT
SUNRISE, FL 33322

SUBJECT: HEARTS OF LOVE LEARNING CENTER, LIMITED LIABILITY
COMPANY

Ref. Number: W02000034533

We have received your document for HEARTS OF LOVE LEARNING CENTER, LIMITED LIABILITY COMPANY, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$160.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 902A00065226

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:
"HEARTS OF LOVE LEARNING CENTER, LIMITED LIABILITY COMPANY",

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
10390 N.W. 24TH COURT, SUNRISE, FLORIDA 33222

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

NEFERISHA KITANI JOHNSON

Name

10390 N.W. 24TH COURT,

Florida street address (P.O. Box **NOT** acceptable)

SUNRISE

FL 33222

City, State, and Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

x 

Registered Agent's Signature

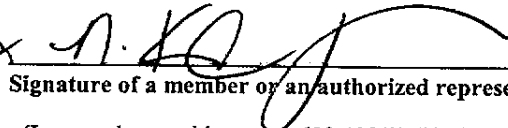
ARTICLE IV - Purpose :

- a) To engage in the business of creating educational tools and resources for children of all ages, including tools and resources of a learning center and day care facility.
- b) To hold all manner of property, including intellectual property, marketing and franchising or franchise rights as well as real property and personal property for purposes for which this Company is organized;
- c) To borrow money, and to issue promissory notes, bonds, liens or mortgages and other evidences or collateral for the indebtedness thereof;
- d) To engage in all legal business allowed to Florida Limited Liability Companies, as provided in Chapter 608 F.S.

ARTICLE V - Contributions to Capital

- a) The capital of the Limited Liability Company shall be contributed by the member(s) thereof,
- b) Members shall receive membership interests in proportion to their contributions;
- c) The contribution of a member shall be in cash, or the equivalent value in property, or services rendered;
- d) The profits and losses of this Limited Liability Company shall be allocated among the members on the basis of the agreed value, as stated in the records of this limited liability company, of the contributions made by each member, to the extent such contributions have been received and have not been returned.

(An additional article must be added if an effective date is requested)


Signature of a member or an authorized representative of a 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.)

NEFERISHA KITANI JOHNSON

Typed or printed name of signee

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TALLAHASSEE, FLORIDA