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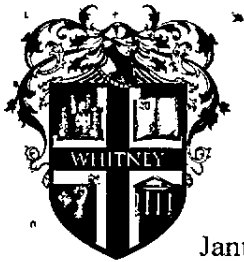
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WHITNEY EDUCATION GROUP, INC.®

January 23, 2004

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

To Whom it may Concern:

I have enclosed a check in the amount of \$25.00 to file the Amended and Restated Articles of Organization for La Scala Development, LLC.

Please return confirmation document(s) to my attention at the address noted at the bottom of this letter.

Please call me at (239) 945-5718 if you have any questions.

Sincerely,

Robert E. Yates

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LA SCALA DEVELOPMENT, LLC
AMENDED AND RESTATED ARTICLES OF ORGANIZATION

The name of the Florida limited liability company is La Scala Development, LLC (the "Company"), which Company's original Articles of Organization were filed on January 28, 2003. The Company now wishes to file with the Florida Department of State the following Amended and Restated Articles of Organization, which Amended and Restated Articles of Organization were duly executed and filed in accordance with Section 608.411 of the Florida Limited Liability Company Act.

Article I. Name

The name of this Florida Limited Liability Company is:
La Scala Development, LLC

Article II. Address

The Company's street and mailing address is:
1612 Cape Coral Parkway East
Cape Coral, Florida 33904

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:
Marie B. Code
1612 Cape Coral Parkway East
Cape Coral, Florida 33904

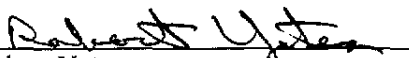
Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article V. Management

This will be a manager-managed company. The name of the manager is:
RAW, Inc.

The undersigned authorized representative executed these Amended and Restated Articles of Organization on January 11, 2004.


Robert Yates
Authorized Representative

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