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To:
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MJH

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

Downtown Learning Center, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Downtown Learning Center, LLC

Article II. Address

The Company's street and mailing address is:
Downtown Learning Center, LLC
100 S. Biscayne Boulevard
4th Floor
Miami FL 33131 USA

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Angelo Barry & Boldt, P.A.
515 East Las Olas Boulevard
Suite 850
Fort Lauderdale FL 33301

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.

Bryan Haagenon | FL Bar Member 157627
Angelo Barry & Boldt, P.A.
515 East Las Olas Boulevard
Suite 850
Fort Lauderdale FL 33301
954-766-9930

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Article V. Management

This will be a member-managed company. The name and address of each member is:

MELISSA MAZZOTTA
100 S. Biscayne Boulevard 4th Floor Miami FL 33131
CANDICE BARKET
100 S. Biscayne Boulevard 4th Floor Miami FL 33131

Article VI. Company Existence

The Company's existence shall begin effective as of March 26, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on March 26, 2003.



BRYAN HAAGENSON
by K. Satria as attorney-in-fact

Bryan Haagenson | FL Bar Member 157627
Angelo Barry & Boldt, P.A.
515 East Las Olas Boulevard
Suite 850
Fort Lauderdale FL 33301
954-766-9930

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Downtown Learning Center, LLC

REGISTERED AGENT/OFFICE:

Angelo Barry & Boldt, P.A.
515 East Las Olas Boulevard
Suite 850
Fort Lauderdale FL 33301

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANGELO BARRY & BOLDT, P.A.
by K. Satria as attorney-in-fact

Date: March 26, 2003

Bryan Haagenon | FL Bar Member 157627
Angelo Barry & Boldt, P.A.
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