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CORPORATION SERVICE COMPANY

1201 Hays Street Tallahassee, FL 32301 850-521-1000 850-521-1010(fax)

Account Number: 0721000	000032	
Client Account Number:	Ignacio G. Zulueta P.A	人
Cost Limit:	\$ 375.00	0 19
Authorization:: Ja	true Typet	. •
Contact: Carina	Dunlap ext 1151	
	ation Name(s) & Document nu	ımber(s)
1) School De	velopment HC LL	<u>C</u>
2) School De	evelopment HG LL	<u>C</u>
3) School De	evelopment HG II	uc.
4)		· · · · · · · · · · · · · · · · · · ·
✓ Stamped Copy	Certified Copy	
Type of Filings:		
New Filings	Amendment	Qualification
Profit	Amendment	Profit
NFP	COA	NFP
	Dissolution/Withdrawal	LLC
LTD .	Merger	LTD
Other:		
Annual Report	Fictitious Name	Reinstatement

ARTICLES OF ORGANIZATION FOR SCHOOL DEVELOPMENT HG II LLC, A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I-NAME:

The name of the Limited Liability Company is:

School Development HG II LLC, a Florida limited liability company

ARTICLE II - ADDRESS:

The Mailing Address of the principal office of the Limited Liability Company is:

c/o Ignacio G. Zulueta, Esq. Address: 6255 Bird Road Miami, Florida 33155

ARTICLE III - TERM:

The period of duration of the Limited Liability Company is:

Perpetual

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the managing member(s) and said managing member(s) are as follows:

Kelly Mallon

Address:

6255 Bird Road

Miami, Florida 33155

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

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

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the if given, of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

The remaining members may continue operating the business provided that the occurrence of any of the foregoing events shall not result in the admission of a replacement member (such as in the event of a judicial or administrative proceeding) that is not acceptable to the remaining members.

ARTICLE VII - OWNERSHIP INTEREST:

The entire non-assessable and fully transferable ownership interest in the Limited Liability Company is as follows:

WOLFSON HUTTON COMPANY, INC., a Panamanian Company 100%

MEMBER:

WOLFSON HUTTON COMPANY,

INC., a Panamapian Company

Name: Ignacio G. Zulueta, President

Date: August 11/2003

MANAGING MEMBER:

Name: Kelly Mallon
Date: August 11, 2003

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMES THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

School Development HG II LLC, a Florida limited liability company

2. The name and street address of the registered agent are:

Name: Ignacio G. Zulueta, Esq.

Address: 6255 Bird Road Miami, Florida 33155

Having been named as registered agent and to accept services 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.

Narge: Ignacio G. Zulueta