

Division of Corporations

Page of 2

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF ORGANIZATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

03 AUG 13 PM 2:49 RECEIVED
STATE DEPT. OF CORP. AFF.
03 AUG 13 PM 1:03
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

PHELPS EDUCATION WEST II, LLC

Certificates of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

JB
8/13/03

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**ARTICLES OF ORGANIZATION
OF
PHELPS EDUCATION WEST II, LLC**

ARTICLE I - NAME

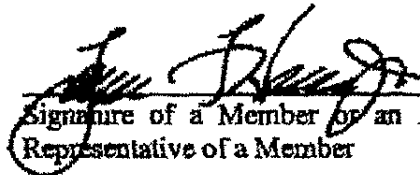
The name of this limited liability company is PHELPS EDUCATION WEST II, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 3300 University Boulevard, Suite 218, Winter Park, Florida 32792.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 North Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent of the Company at that address is James F. Heckin, Jr.

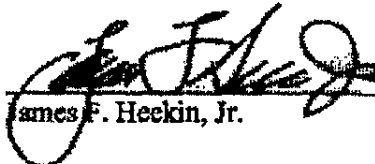

Signature of a Member or an Authorized Representative of a Member

James F. Heckin, Jr.
Typed or Printed Name of Signer

03 AUG 19 PM 2:40
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated above, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and represents that he is familiar with, and accepts the obligations of, his position as registered agent as provided for in Chapter 608, Florida Statutes.


James F. Heckin, Jr.