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DIVISION OF CORPORATIONS
03 AUG 28 AM 11:17

SchoolHouse Solutions, LLC

3330 Edgewater Drive
Orlando, Florida 32804
Telephone: 407.835.9899
Fax: 407.835.9838

August 25, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: SCHOOLHOUSE SOLUTIONS, LLC Articles of Organization

Dear Sir/Madam;


Enclosed for filing (in accordance with Section 608.406 of the Florida Statutes)
please find the following:

1. An original and one copy of the *Articles of Organization of SCHOOLHOUSE SOLUTIONS, LLC*, including a *Designation of Resident Agent*.
2. A check in the amount of \$160.00 which includes:
 - \$100.00 Filing Fee for Articles of Organization
 - \$ 25.00 Designation of Resident Agent Fee
 - \$ 30.00 Certified Copy Fee
 - \$ 5.00 Certificate of Status Fee
 - \$160.00 Total

Upon filing the Articles, please return a certified copy to me at the above address. Also, please do not hesitate to contact me should you have any questions or concerns. I can be reached at 407.835.9899 ext. 228.

Your attention to this matter is appreciated.

Sincerely,


Brett D. Padeley, CEO
eSchool Solutions, Inc.
Managing Member

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ARTICLES OF ORGANIZATION
of
SCHOOLHOUSE SOLUTIONS, LLC

These Articles of Organization hereby forms a limited liability company under Chapter
608 of the Florida Statutes.

ARTICLE I
Name of Limited Liability Company

The name of the Limited Liability Company is:

SCHOOLHOUSE SOLUTIONS, LLC

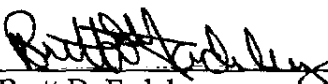
ARTICLE II
Principal Office and Mailing Address of Limited Liability Company

The principal office and mailing address of the Limited Liability Company is 3330
Edgewater Drive, Orlando, FL 32804. This mailing address may be changed upon
amendment of this Article II filed with the Department of State.

ARTICLE III
Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida street address of the Resident Agent of the Limited Liability
Company are **Brett D. Fadeley, 3330 Edgewater Drive, Orlando, Florida 32804.**

*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.*



Brett D. Fadeley
Registered Agent

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ARTICLE IV
Name and Address of Managing Member

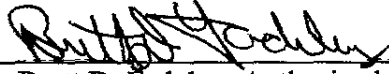
Title:

Name and Address:

MGRM

The Managing Member of the Limited Liability Company is eSchool Solutions, Inc., which expressly authorizes its Chief Executive Officer, Brett D. Fadeley ("MGRM"), to act on its behalf in the management of the Limited Liability Company. The address of both eSchool Solutions, Inc. and its Chief Executive Officer is 3330 Edgewater Drive, Orlando, Florida 32804.

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.



Brett D. Fadeley, Authorized Agent of eSchool
Solutions, Managing Member

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