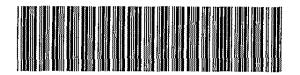
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Emerald Coast Title Services, L.C.

Post Office Box 425 750 Highway 98 Destin, Florida 32540 PHONE: (850) 650-0077 FAX: (850) 650-0011

September 3, 2003

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

RE: LRN & C, LLC.

03 SEP -8 PH I2: 12
SECANASSEE FLORIUM

Enclosed please find the Articles of Incorporation for the above referenced Corporation. Please file these Articles and return the documents to this office using the enclosed envelope. If you have any questions please call this office at the above referenced telephone number.

Sincerely,

Tammy Sowa

The contractor components there is no contractor of the contractor

ARTICLES OF ORGANIZATION OF LRN & C, LLC

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be LRN & C, LLC, and its principal place of business and for mailing shall be 12 Country Club Drive, Destin, Florida 32541, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

- 1. To Engage in Ownership and leasing of real property..
- To engage in any other activity or business authorized under the Florida Statutes.

ARTICLES III

MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS

The members, membership interests and capital contributions shall be, as follows:

<u>Member</u>	·	Membership Interest	Capital Contributions
LaDonna Nick		100%	\$ 1,500.00

Additional contributions may be made as required, as determined by a fifty-one perce

(51%) vote of membership interests.

ARTICLE IV

PROFITS AND LOSSES

- (a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributed share of the profits specified in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.
- (b) Losses. All losses that occur in the operation of the limited liability company business and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interest of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 12 Country

Drive, Destin, FL 32541

ARTICLE VIII

MANAGEMENT

- A. This limited liability company shall be managed by the managing member; however, all of the following shall require a fifty-one percent (51%) vote from the members:
 - assigning property to creditors or other assignees;
 - b. confessing a judgement;
 - c. submitting a claim to arbitration;

- executing and delivering any debt instruments; d.
- conveying real or personal property of LRN & C, LLC; e.
- f. pledging a member's membership interests to individuals or entities outside of LRN & C. LLC;
- disposing of the goodwill of the company. g.

The name and address of the initial member, who shall serve as manager until the first annual meeting of members, or until his/her successor is elected and qualifies, is as follows:

LaDonna Nick, 12 Country Club Drive, Destin, FL 32541

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 36246 Emerald Coast Parkway, City of Destin, County of Okaloosa, State of Florida, and the name of its initial registered agent at such address is LaDonna Nick. ARTICLE X

RESTRICTION ON MEMBERSHIP

Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member interests in the limited liability company may not be sold or otherwise transferred except with a fifty-one percent (51%) vote of the then existing members.

Upon the death, retirement, resignation expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company, hereby certifies that the foregoing constitute the Articles of Organization for LRN & C, LLC

Executed by the undersigned on the _____ of September, 2003.

LaDonna Nick

STATE OF: Florida COUNTY OF: Okaloosa

Before me, the undersigned authority, personally appeared LaDonna Nick, who is personally known to me being first duly sworn, states that he executed the foregoing instrument voluntarily and for the purposes therein stated this day of September, 2003,

Notary Public

SHIRLEY R. BRADY
MY COMMISSION # DD 031487
EXPIRES: June 5, 2005
Sonded Thru Notary Public Underwitters

My Commission Expires

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 3 day of September, 2003.

LaDonna Nick