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From: Account Name : RUTHERFORD, MULHALL & WARGO, P.A.
Account Number : 075753002301
Phone : (561)241-1600
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LIMITED LIABILITY COMPANY

TLC Learning, LLC

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**ARTICLES OF ORGANIZATION
OF
TLC LEARNING, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of this limited liability company ("Company") is: **TLC LEARNING, LLC.**

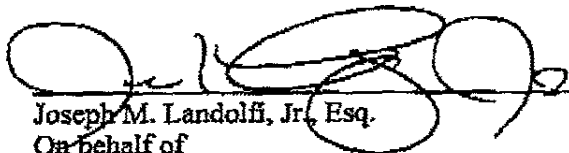
ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:
2639 Danforth Terrace, Wellington, Florida 33414.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent is:
Rutherford Mulhall, P.A., 2600 N. Military Trail, 4th Floor, Boca Raton, FL 33431.

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 accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Joseph M. Landolfi, Jr., Esq.
On behalf of

Rutherford Mulhall, P.A., as Registered Agent

4-21-04

(Date)

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

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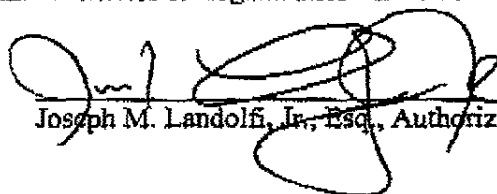
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The undersigned executed these Articles of Organization effective as of April 21, 2004.



Joseph M. Landolfi, Jr., Esq., Authorized Representative

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