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July 22, 2004

Via Federal Express Airbill
No. 8434 9146 7652

Florida Secretary of State
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization of Higher Learning International, L.L.C.

Dear Sir or Madam::

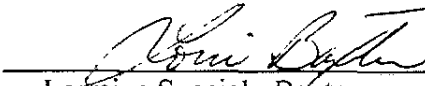
Enclosed for filing is an *original* and one *copy* of the properly executed Articles of Organization of Higher Learning International, L.L.C. and Acceptance of Registered Agent. Also enclosed is our firm's check number 42197 in the amount of \$125.00, made payable to the Florida Department of State, for the filing fees. The effective date of Higher Learning International, L.L.C. is July 22, 2004.

Please return the "Filed" copy of the Articles of Organization and Acceptance of Registered Agent to us in the enclosed Federal Express envelope.

If you have any questions, please call.

Sincerely yours,

THE SOLOMON TROPP LAW GROUP, P.A.

By: 
Lorraine Speciale-Baxter
Paralegal

LSB/l
Enclosures

**ARTICLES OF ORGANIZATION
OF
HIGHER LEARNING INTERNATIONAL, L.L.C.**

FILED

2004 JUL 23 P 2:28
TAMPA, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be Higher Learning International, L.L.C. (the "Company").

ARTICLE II – ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 4949 Bayshore Boulevard, Tampa, Florida 33611.

ARTICLE III – REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of the Company in the State of Florida is Bradley S. Bell. The registered office of the Company is 400 North Ashley Plaza • Suite 3000, Tampa, Florida 33602-4331.

ARTICLE IV – DURATION

The Company shall commence its existence on July 23, 2004. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE V – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE VI – ADMISSION OF NEW MEMBERS

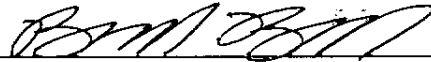
No member(s) shall or may be admitted to the Company except upon the unanimous written consent of all the members of the Company. Any newly admitted member of the Company shall be subject to such terms and conditions as may be determined by all the members. A member may transfer his or her interest in the Company in any manner authorized by the regulations of the Company; provided, however, that the transferee shall have no ability or entitlement to exercise any rights or privileges attendant to membership in the Company or to participate in the management of the

business and/or affairs of the Company, unless all members of the Company approve of the proposed transfer by unanimous prior written consent.

ARTICLE VII – MANAGEMENT

The Company shall be managed by the member(s) in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

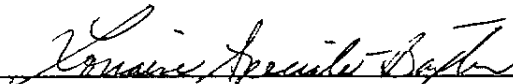
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Tampa, Hillsborough County, Florida, on July 22, 2004.



Bradley S. Bell

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on July 22, 2004, by Bradley S. Bell, who is personally known to me.



Notary Public - State of Florida



Lorraine Speciale-Baxter
MY COMMISSION # DD194231 EXPIRES
April 26, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

FILED

The undersigned, being the person named in the Articles of Organization of Higher Learning International, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of the position of registered agent.

Dated: July 22, 2004.



Bradley S. Bell
THE SOLOMON TROPP LAW GROUP, P.A.
400 North Ashley Plaza • Suite 3000
Tampa, Florida 33602-4331