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1.) Fishhawk Early Learning Center, II, LLC
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

ARTICLES OF ORGANIZATION
FOR
FISHHAWK EARLY LEARNING CENTER, II, LLC

FILED
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TALLAHASSEE

The undersigned Member, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits, and files with the Florida Department of State, the following Articles of Organization.

ARTICLE I — Name:

The name of the Limited Liability Company shall be: **Fishhawk Early Learning Center II, LLC**, (the "Company")

ARTICLE II — Address:

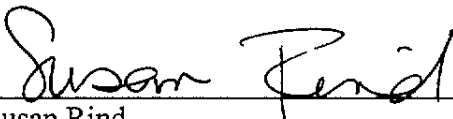
The mailing address and street address of the principal office of the Company shall be as follows:

4004 Asbury Court
Plant City, Florida 33566

ARTICLE III — Registered Agent and Registered Office:

The address of the initial registered office of the Company in the State of Florida is 4004 Asbury Court, Plant City, Florida 33566, and the name of the registered agent at such address is Susan Rind.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 18 day of AUGUST, 2004. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Susan Rind

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 608.415, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the company is:

FISHHAWK EARLY LEARNING CENTER II, LLC

2. The name and address of the registered agent and office is:

Susan Rind
4004 Asbury Court
Plant City, Florida 33566

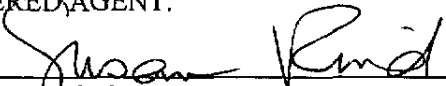


Susan Rind

8-18-04

Dated

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.



Susan Rind

8-18-04

Dated