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From:

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LIMITED LIABILITY COMPANY

CAPSTONE ACADEMY, LLC

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**ARTICLES OF ORGANIZATION OF
CAPSTONE ACADEMY, LLC**

The undersigned, a natural person competent to contract and an authorized representative of a member of CAPSTONE ACADEMY, LLC, hereby presents these Articles of Organization as the Articles of Organization of CAPSTONE ACADEMY, LLC, a limited liability company formed under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is:

CAPSTONE ACADEMY, LLC

This limited liability company is referred to in these articles of organization as "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the Company is 2912 North "E" Street, Pensacola, Florida 32501.

ARTICLE III - PURPOSES AND POWERS

This Company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be the date these Articles of Organization are filed with the Florida Secretary of State. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

FILED
04 AUG 27 PM 1:34
STATE SECRETARY OF
TALLAHASSEE FLORIDA

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ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Company is Gary W. Huston, and the street address of the initial registered agent is 125 W. Romana Street, Suite 800, Pensacola, Florida 32502.

ARTICLE VI - AMENDMENT

These Articles of Organization or any amendment thereto may be amended in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned authorized representative of a member of the Company has executed these Articles of Organization on the date set forth below.

AUTHORIZED REPRESENTATIVE:

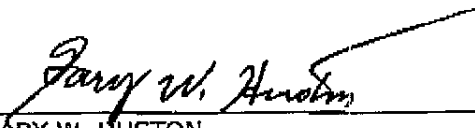


GARY W. HUSTON

Date: August 27, 2004

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of CAPSTONE ACADEMY, LLC. Further, I am familiar with and accept the duties and obligations of such designation.



GARY W. HUSTON

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