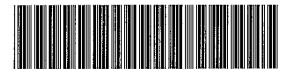
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Certified Copies	Certificates	of Status
Special Instructions to	Filing Officer:	

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UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue Tallahassee, Florida 32301 (850) 681-6528

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	JULU	OFFICE USE ONLY
FII	ING & SEARCH	December 14, 2004
C	RRVICES	CORPORATION NAME (S) AND DOCUMENT NUMBER (S
.	BRUIGHA	EFFICTIVE PARE
A3 E	ducation Software, LLC	(Please note the effective date)
	Filing Evidence ⊠ Plain/Confirmation Cop	y □ Certificate of Status
□ Certified Copy		□ Certificate of Good Standing
		□ Articles Only
	Retrieval Request □ Photocopy □ Certified Copy	 □ All Charter Documents to Include Articles & Amendments □ Fictitious Name Certificate □ Other
	NEW PY DIGG	AN ATTAINS OF THE
-	NEW FILINGS	AMENDMENTS
	Profit	Amendment
-	Non Profit	Resignation of RA Officer/Director
X	Limited Liability	Change of Registered Agent
	Domestication	Dissolution/Withdrawal
	Other	Merger
	OTHER FILINGS	REGISTRATION/QUALIFICATION
	Annual Reports	Foreign
	Fictitious Name	Limited Liability
	Name Reservation	Reinstatement
	Reinstatement	Trademark
		Other



ARTICLES OF ORGANIZATION OF A3 EDUCATION SOFTWARE, LLC

The undersigned hereby certifies that he one of the Members who is forming a Limited Liability Company under Florida Statutes Chapters 608. The following Articles of Organization are hereby adopted.

ARTICLE 1.

The name of the Limited Liability Company shall be A3 Education Software, LLC.

ARTICLE 2. DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist perpetually, commencing as of January 1, 2005.

ARTICLE 3. ADDRESS; PRINCIPAL OFFICE

The mailing address of the Limited Liability Company and the street address of the principal office of the Limited Liability Company is $4500\ 140^{\text{TB}}$ Avenue North, Suite 209, Clearwater, Florida 33762.

ARTICLE 4. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 4500 140th Avenue North, Suite 209, Clearwater, Florida 33762 and the name of its initial registered agent at such address is Steven P. Beaver.

ARTICLE 5. PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE 6. MANAGEMENT

Management of the Limited Liability Company is reserved to its Member(s) in accordance with the Operating Agreement of the Limited Liability Company.

The undersigned, being one of the initial Members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of A3 Education Software, LLC.

Executed by the undersigned on December 9, 2004.

Steven P. Beaver

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for A3 Education Software, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this December ?, 2004.

Steven P. Beaver