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EFFECTIVE DATE

07/01/05

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL 1-1 2005

SAMUEL L. LEPRELL
ATTORNEY AND COUNSELOR AT LAW

SAMUEL L. LEPRELL
(904) 390-2705

July 1, 2005

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MODCAST SYSTEMS, L.L.C.

Enclosed is an original and one copy of the articles of organization and a check for:

\$125.00
Filing Fee
and Registered
Agent
Designation

Filing Fee,
Registered Agent
Designation, and
Certificate of Status

Filing Fee,
Registered Agent
Designation, and
Certified Copy

Filing Fee,
Registered Agent
Designation,
Certified Copy, and
Certificate of Status

Sincerely,



Samuel L. LePrell

SLL:cdw
Enclosure

C:\wpdocs\Murphy Robert\Modcast Systems\Modcast Systems II\Department of State.ltr.070105.wpd

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MODCAST SYSTEMS, L.L.C.

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.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the limited liability company shall be MODCAST SYSTEMS, L.L.C. (the "Company").

ARTICLE II - PURPOSE

The Company may engage in any lawful business.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Company is 1050 Riverside Avenue, Jacksonville, Florida 32204.

ARTICLE IV - DURATION

The Company shall commence its existence effective 8:00 a.m. on July 1, 2005. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

EFFECTIVE DATE

07/01/05

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is Samuel L. LePrell, Suite 201, St. Mark's Place, 1930 San Marco Boulevard, Jacksonville, Florida 32207.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company \$1,000.00 in cash.

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Regulations of the Company.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

Except as set forth in the Regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her or its interest in the Company as set forth in the Regulations, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the

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Company other than the member proposing to dispose of his or her or its interest approve of the proposed transfer by written consent.

ARTICLE IX -MEMBER'S RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, 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 unanimous vote of the remaining members.

ARTICLE X - MANAGEMENT

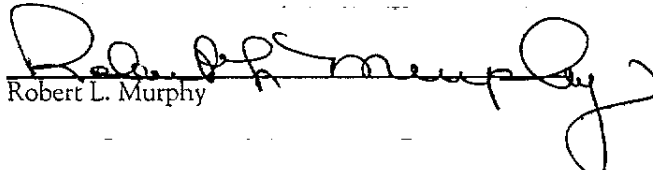
The Company shall be managed by its Members in accordance with the Regulations and the Member Control Agreement, if any, and the Regulations adopted by the members for the management of the business and affairs of the Company. The Member Control Agreement and the Regulations may contain any provisions for the operation, regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and address of the members of the Company are:

<u>NAME</u>	<u>INTEREST</u>	<u>ADDRESS</u>
Aegir International Investments, Ltd., a Marshall Islands corporation	25.65%	1050 Riverside Avenue Jacksonville, Florida 32204
Robert L. Murphy	7.0%	437 Treaty Oak Lane St. Augustine, Florida 32092
L. Joe Scallan	39.8%	105 Melrose Curt Ponte Vedra Beach, Florida 32082
Bruce A. Smathers	9.0%	1050 Riverside Avenue Jacksonville, Florida 32204
Advanced Learning Environment Solutions, Inc., a Delaware corporation	10.0%	1050 Riverside Avenue Jacksonville, Florida 32204
Ray Mantle	6.75%	1050 Riverside Avenue Jacksonville, Florida 32204
Robert Raulerson	1.8%	1050 Riverside Avenue Jacksonville, Florida 32204

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Jacksonville, Florida, on June 30, 2005.

Witnesses:

Print Name of Witness: Elizabeth L. LeBull


 Robert L. Murphy

Print Name of Witness: Danielle W. Ferriss
 As to Robert L. Murphy

Charles D. Douglas White
Print Name of Witness: Charles D. Douglas White

L. Joe Scallan
L. Joe Scallan

Samuel L. Leprell
Print Name of Witness: Samuel L. Leprell
As to L. Joe Scallan

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of June, 2005, by ROBERT L. MURPHY. He is personally known to me or who has produced his Florida Driver's License as identification.

Samuel L. Leprell
Notary Public, State of Florida
Name: _____
My Commission Expires: _____
My Commission Number is: _____

STATE OF FLORIDA
COUNTY OF DUVAL

SAMUEL L. LEPRELL
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION #321113
MY COMMISSION EXPIRES APRIL 5, 2006

The foregoing instrument was acknowledged before me this 7th day of June, 2005, by L. JOE SCALLAN. He is personally known to me or who has produced his Florida Driver's License as identification.

Samuel L. Leprell
Notary Public, State of Florida
Name: _____
My Commission Expires: _____
My Commission Number is: _____

SAMUEL L. LEPRELL
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION #321113
MY COMMISSION EXPIRES APRIL 5, 2006

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, **MODCAST SYSTEMS, L.L.C.**, submits the following statement to designate a registered office and registered agent in the state of Florida:

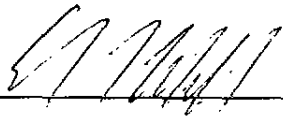
1. The name of the limited liability company is:

MODCAST SYSTEMS, L.L.C.

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

Samuel L. LePrell
1930 San Marco Blvd. Suite 201
Jacksonville, Florida 32207

The undersigned, being the person named in the articles of organization of **MODCAST SYSTEMS, 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 or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Samuel L. LePrell
Registered Agent

Dated: July 1, 2005

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