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ARTICLES OF ORGANIZATION FOR EXCEL4KIDS LEARNING, LLC A FLORIDA LIMITED LIABILITY COMPANY

MITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is: EXCEL4KIDS LEARNING, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 809 E. Bloomingdale Avenue, Suite 302, Brandon, Florida 33511

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be: Until dissolved pursuant to its Operating Agreement.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by the members. The names and addresses of the managing members are:

Martin T. Northrop, Jr. 809 E. Bloomingdale Avenue Suite 302 Brandon, Florida 33511

Andrea E. Northrop 809 E. Bloomingdale Avenue Suite 302 Brandon, Florida 33511

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: Additional members may be admitted only as unanimously agreed upon by the Members as set forth in the Operating Agreement.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: Only with the consent of all the remaining Members.

IN WITNESS WHEREOF, these Articles of Organization have been signed, as Managing Members, by: Martin T. Northrop, Jr. and Andrea E. Northrop.

Dated this 3rd day of October, 2005.

Martin T. Northrop, Jr. Managing Member

Managing Member

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of October, 2005, by **Martin T. Northrop, Jr.** and **Andrea E. Northrop**, who have produced Florida Driver Licenses as identification.

leffrey M. Lasman, Notary Public

JEFFREY M. LASMAN
COMMISSION # DD 066626
EXPIRES OCT. 22, 2005
SCNDED THROUGH
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: EXCEL4KIDS LEARNING, LLC
- 2. The name and address of the registered agent and office is:

Jeffrey M. Lasman, Esquire LASMAN LAW FIRM, P.A. 6152 Delancey Station Street, Suite 205 Riverview, Florida 33509

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.

October 3, 2005 (Date)