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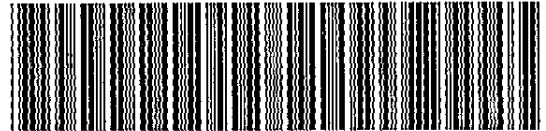
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 821783 81793A

AUTHORIZATION

COST LIMIT : \$ 155.00

*Spurlockman*

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ORDER DATE : January 19, 2006

ORDER TIME : 3:46 PM

ORDER NO. : 821783-005

CUSTOMER NO: 81793A

DOMESTIC FILING

NAME: WORLDWIDE SCHOOL SUPPLIES,  
L.L.C.

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF ORGANIZATION  
FOR  
WORLDWIDE SCHOOL SUPPLIES, L.L.C.**

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608), hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "**WORLDWIDE SCHOOL SUPPLIES, L.L.C.**" ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

c/o Becker & Poliakoff, P.A.  
Attn: Jacqueline del Cristo, Esq.  
121 Alhambra Plaza  
10<sup>th</sup> Floor  
Coral Gables, Florida 33134

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

JACQUELINE DEL CRISTO, ESQ.  
C/O Becker & Poliakoff, P.A.  
121 Alhambra Plaza, 10<sup>th</sup> Floor  
Coral Gables, Florida 33134

The address of its registered office is:

JACQUELINE DEL CRISTO, ESQ.  
C/O Becker & Poliakoff, P.A.  
121 Alhambra Plaza, 10<sup>th</sup> Floor  
Coral Gables, Florida 33134

6. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
7. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
8. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
9. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Manager(s) of the Company is:

**Name**

**Titles**


**Nigel Turner**  
c/o Becker & Poliakoff, P.A.  
121 Alhambra Plaza – 10<sup>th</sup> Floor  
Coral Gables, Florida 33134

**Manager/President**

**Andrew Kemp**  
c/o Becker & Poliakoff, P.A.  
121 Alhambra Plaza – 10<sup>th</sup> Floor  
Coral Gables, Florida 33134

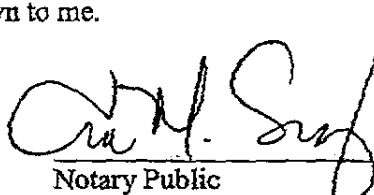
**Manager/Vice-President/Secretary**

Dated this 1<sup>st</sup> day of January, 2006.

  
\_\_\_\_\_  
JACQUELINE DEL CRISTO, ESQ.  
as an authorized Representative  
of a member

State of Florida                    )  
  ) ss  
County of Miami-Dade            )

The foregoing Articles of Organization were acknowledged before me this 19 day of January, 2006, by **JACQUELINE DEL CRISTO**, as an authorized Representative of the member, who is personally known to me.



Notary Public

Name of Notary: ANA SUAREZ

My Commission expires: \_\_\_\_\_



Ana M. Suarez  
Commission #DD321498  
Expires: Jun 29, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

**Consent to Appointment as Registered Agent**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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, as provided for in Chapter 608, F.S.

  
**JACQUELINE DEL CRISTO, ESQ.,**  
as Registered Agent

MIA\_DB: 947194\_1  
1/19/06