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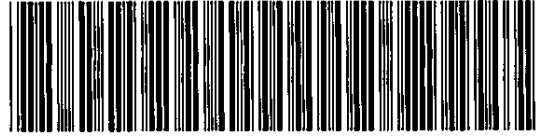
(Business Entity Name)

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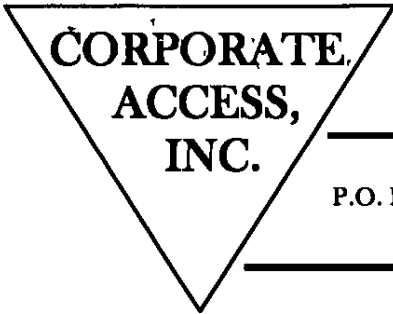
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AUG - 4 2008
EXAMINER

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Amendment

1. Worldwide School Supplies, L.L.C. 106-6564
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR

WORLDWIDE SCHOOL SUPPLIES, L.L.C.
(Filed in accordance with 608.411, F.S.)

FILED
08 AUG -14 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as the member of a limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608), hereby adopts the following Amended and Restated 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:

8229 NW 68th Street
Miami Florida, 33166
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:

BRADLEY J. GROSS, ESQ.
C/O Becker & Poliakoff, P.A.
3111 Stirling Road
Ft. Lauderdale, Florida 33312
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
8229 NW 68th Street
Miami Florida, 33166

Manager/President

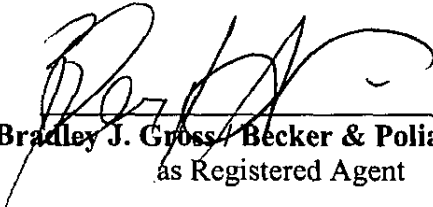
Dated this 2 day of July, 2008.



Nigel Turner

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.



Bradley J. Gross, Becker & Poliakoff, P.A.
as Registered Agent

SIGNATURES AND DATES

In witness of their acceptance of the above terms and conditions, the parties by themselves or by their duly authorized representatives have signed and dated this Agreement as follows:

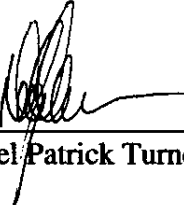
MEMBER:



Nigel Patrick Turner

COMPANY:

**WORLDWIDE SCHOOL SUPPLIES, LLC, a
Florida limited liability company**



Nigel Patrick Turner