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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 300274 7453550

AUTHORIZATION :

COST LIMIT : \$ 125.00

FILED
06 AUG -9 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

ORDER DATE : August 9, 2006

ORDER TIME : 1:42 PM

ORDER NO. : 300274-025

CUSTOMER NO: 7453550

DOMESTIC FILING

NAME: IMAGINE-ORANGE COUNTY, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 2933

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
IMAGINE - ORANGE COUNTY, LLC

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.407 of the Florida Statutes, the undersigned sets forth the following:


1. Name. The name of the Limited Liability Company is **Imagine - Orange County, LLC** (hereinafter the "LLC").

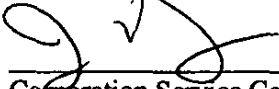
2. Purpose. The purpose for which the LLC is organized is to establish and operate a public charter school in Florida to serve educational and charitable purposes and qualify for derivative exempt status as a disregarded entity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (the "Code") by virtue of its relationship with its single member Imagine Schools Non-Profit, Inc., a Virginia nonstock corporation (the "Member"). The LLC shall also qualify through its exempt status relationship derived from its Member as an educational organization for purposes of receiving deductible gifts and grants within the meaning of Section 170(b)(1)(A)(ii) of the Code, and to engage in any lawful act or activity for which limited liability companies may be organized under Florida law.

3. Address. The mailing address and the street address of the principal office of the LLC is 3250 Mary Street, Suite 202, Coconut Grove, FL 33133.

4. Registered Agent. The name of the registered agent of the LLC is Corporation Service Company, a Delaware Corporation, whose address is 1201 Hays Street, Tallahassee, FL 32301.

5. Amendments or Restatements. Any amendment or restatement of these Articles of Organization, and any Operating Agreement, shall be in writing and shall not be effective unless and until approved in writing by the Member. No oral representations by the Member shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, these Articles and any written operating agreement of the LLC.

 8-09-06
Dennis W. Bakke
President and CEO
Imagine Schools Non-Profit, Inc.
(Single Member of Imagine - Orange County, LLC)

 Jeanine Reynolds
as its agent
Corporation Service Company
Registered Agent
Imagine - Orange County, LLC

Filing Party's Return Address:
Dennis W. Bakke
Imagine - Orange County, LLC
3250 Mary Street
Suite 202
Coconut Grove, FL 33133

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 as provided for in Chapter 608, F.S..

Corporation Service Company

By: 

Registered Agent's Signature (REQUIRED)

Jeanine Reynolds
as its agent