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B. KOHR

JAN 04 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 386237 131879A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 25.00

ORDER DATE : January 3, 2008

ORDER TIME : 3:45 PM

ORDER NO. : 386237-025

CUSTOMER NO: 131879A

FILED
08 JAN -3 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: SOUTHWESTERN GRANT LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
SOUTHWESTERN GRANT LLC,
A FLORIDA LIMITED LIABILITY COMPANY

The following Amended and Restated Articles of Organization for Southwestern Grant LLC, a Florida limited liability company (the "Company"), amend and restate in their entirety the original Articles of Organization of the Company filed on September 12, 2006, as amended to the date hereof:

ARTICLE I-NAME:

The name of the Limited Liability Company is:

SOUTHWESTERN GRANT LLC, a Florida limited liability company

ARTICLE II-ADDRESS:

The Mailing Address of the principal office of the Company is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146

ARTICLE III-TERM:

The period of duration of the Company is: Perpetual

ARTICLE IV-MANAGEMENT:

Until further notice, the Company is to be managed by a manager and said manager is as follows:

Rosanne Wright

Address: 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146

ARTICLE V-ADMISSION OF ADDITIONAL MEMBERS:

The entire membership of the Company shall be composed of Members. The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

New members may be admitted upon the approval by all of the then existing members of the Company.

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ARTICLE VI-MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the 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 Company shall be:

The remaining members may continue operating the business provided that the occurrence of any of the foregoing event shall not result in the admission of a replacement member (such as in the event of judicial or administrative proceeding) that is not acceptable to the remaining members.

ARTICLE VII-PURPOSES OF THE COMPANY:

The Company is organized solely to purchase, acquire, buy, sell, trade in, hold, develop, manage, subdivide, finance, refinance, mortgage, operate, improve, maintain, repair, alter or modify those certain properties located at 23255 SW 115th Street, Miami-Dade County, Florida, for the purpose of leasing such properties to a charter school for use as a charter school facility, and for other lawful activities reasonably necessary, convenient or incidental thereto, and to make passive investments of its available funds from time to time.

ARTICLE VIII-CERTAIN PROCEEDINGS:

The Company shall not voluntarily seek dissolution, or seek protection (including by the filing or any petition or other court process) under the United States Bankruptcy Code, any state code or any common law concerning the insolvency of the Company or its inability to pay its debts when due, unless all of the members of the Company shall have given their written consent to such action.

The foregoing Amended and Restated Articles of Organization of the Company have been approved by all of the members of the Company on 12/24/07, and are to be filed in accordance with Section 608.411, Florida Statutes.

MANAGER:

By: Rosanne Wright
Name: Rosanne Wright

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

SOUTHWESTERN GRANT LLC, a Florida limited liability company

2. The name and street address of the registered agent are:

Name: ATRIUM REGISTERED AGENTS, INC.

Address: 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146

Having been named as registered agent and to accept services 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.

By: 

Name: Dennis Ginsburg, Vice President