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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : THE STRATEGIC COUNSEL, L.C.
Account Number : T20040000092
Phone : (813) 286-1700
Fax Number : (813) 286-3600

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

All Stars Learning Center, LLC

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$160.00

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**ARTICLES OF ORGANIZATION
OF
ALL STARS LEARNING CENTER, LLC**

ARTICLE I - NAME

The name of the limited liability company is All Stars Learning Center, LLC, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

5321 Village Market Dr.
Wesley Chapel, Florida 33543

Mailing Address:

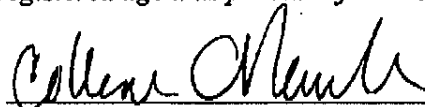
5321 Village Market Dr.
Wesley Chapel, Florida 33543

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Colleen O'Rourke
4805 W. Laurel St., suite 230
Tampa, Florida 33607

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..


Colleen O'Rourke

ARTICLE IV - MANAGERS OR MANAGING MEMBERS

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TALLAHASSEE FLORIDA

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

"MGR" = Manager

"MGMR" = Managing Member

MGMR

Carla Theophille
20106 Shady Hill Cove
Tampa, Florida 33647

MGMR

Gilbert Theophille
20106 Shady Hill Cove
Tampa, Florida 33647

ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be December 4, 2006 or the date accepted by the Secretary of State..

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Carla Theophille

Typed or printed name of signer

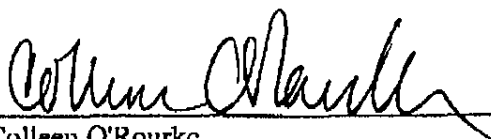
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY All Stars Learning Center, LLC, 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 All Stars Learning Center, LLC.
2. The name and the Florida street address of the registered agent and office are:
Colleen O'Rourke
4805 W. Laurel St., suite 230, Tampa, Florida 33607 (Post office box is NOT acceptable.)

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, Florida Statutes.



Colleen O'Rourke
Registered Agent

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