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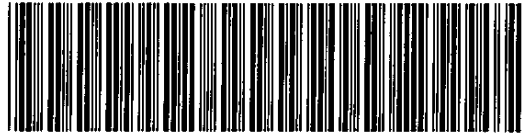
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DAVID LANIGAN, P.A.

Attorney & Counselor at Law

10927 North 56th Street

Tampa, Florida 33617

Phone (813) 983-0655

Fax (813) 983-0665

E-mail: Dave@LaniganLaw.com

Website: <http://www.LaniganLaw.com>

David C. Lanigan, J.D., LL.M.

May 25, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: ARTICLES OF ORGANIZATION OF
TRG LEARNING SYSTEMS, LLC

Dear Sirs:

Enclosed are:

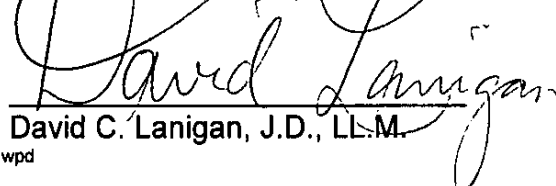
1. The **original** of the Articles of Organization of TRG Learning Systems, LLC, including the Certificate of Designation of and Acceptance by Registered Agent, to be filed immediately;
2. A duplicate copy of the Articles and the Certificate, to be file-stamped and returned to me.
3. A check in the amount of \$125.00, made payable to the Florida Department of State, which covers the filing fee for the Articles and the Certificate.

Please (1) file the Articles and (2) return a file-stamped copy of the duplicate original Articles to me via U.S. Mail.

Please do not hesitate to call me if you have any questions or comments. Thank you for your assistance.

Sincerely,

DAVID LANIGAN, P.A.


David C. Lanigan, J.D., LL.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID LANIGAN, P.A.

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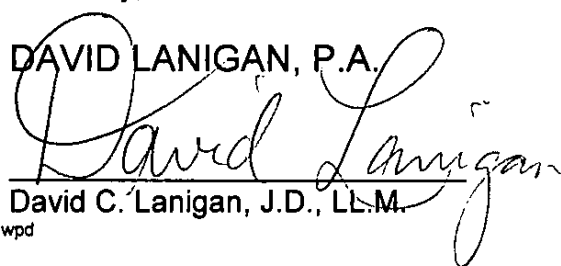
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Sincerely,

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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF TRG LEARNING SYSTEMS, LLC

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, codified in Chapter 608, Florida Statutes, as amended, hereby form a Florida limited liability company ("**Company**") pursuant to the Act and hereby set forth the following Articles of Organization (these "**Articles**").

ARTICLE I

Name

The name of this Company shall be "TRG LEARNING SYSTEMS, LLC".

ARTICLE II

Address of Business

The mailing address of the principal office of this Company shall be 15806 Dawson Ridge Dr., Tampa, FL 33647 and such other place or places as may be designated by the managers from time to time. The street address of the principal office of this Company shall be 15806 Dawson Ridge Dr., Tampa, FL 33647 and such other place or places as may be designated by the managers from time to time.

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ARTICLE III

Management of Business

The management of this Company shall be vested entirely in its managers. The name and address of its managers, who shall serve until the first annual meeting of members or until his successor is duly elected and qualified, are as follows.

Name

Address

Bradley V. Toston

15806 Dawson Ridge Drive
Tampa, FL 33647

Alex Gorbunov

7518 Ambleside Drive
Land O'Lakes, FL 33637

Edward H. Rensi

6805 Hobson Valley #106
Woodridge, IL 60517

The managers shall be elected by the members of this Company at the Company's annual meeting each year by the vote of a majority-in-interest of members of this Company. For purposes of these Articles, "majority-in-interest of the members" means members owning more than 50 percent of the then-current percentage or other interest in the profits of the Company.

ARTICLE IV

Commencement Date and Duration

This Company shall commence on the date and time when the Articles are filed in the Department of State, in accordance with the provisions of Section 608.409(1), Florida Statutes, and shall continue perpetually or until dissolved in accordance with Section 608.441(1), Florida Statutes, to wit:

- (a) by written consent of all of its members; or
- (b) upon the occurrence of one or more events specified in the operating agreement; or
- (c) upon entry of an order of dissolution by a court of competent jurisdiction; or
- (d) at any time there are no members, unless, within 90 days after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company, as provided in §608.441(1)(d) of the Florida Statutes.

ARTICLE V

Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act including but not limited to the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with owning and holding investments and all such other activities incidental or useful to the foregoing.

ARTICLE VI

Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE VII

Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by, the vote of a majority-in-interest of members, unless otherwise stated in the Operating Agreement, and, at any time that the Company owns an interest in a franchise of Goddard Systems, Inc., also is restricted by the terms of Section 12 of the GODDARD SYSTEMS, INC. 2006 FRANCHISE AGREEMENT.

ARTICLE VIII

Voting By Members

In each matter for which a vote of the members is required by the Act, consent of a majority-in-interest of members shall decide the issue, unless otherwise stated in these Articles of Organization or the Operating Agreement or the Act. However, the members' right to vote on a *dissolution* of the Company shall be governed by §608.441 of the Act, unless otherwise stated in these Articles of Organization or the Operating Agreement (i.e., unanimous written consent of members), and the members' right to vote on a *merger* of the Company shall be governed by §608.4381 of the Act, unless otherwise stated in these Articles of Organization or the Operating Agreement.

ARTICLE IX

Right of Assignee to Become a Member

An assignee of an interest in the Company may be admitted as a Member upon the consent of **all** other members.

ARTICLE X

Withdrawal of Member

A member shall have the right to withdraw and to demand either the return of any or all of the member's capital contribution or the value of the transferor's membership interest, as provided in the Operating Agreement. At any time that the Company owns an interest in a franchise of Goddard Systems, Inc., the transfer of a Membership Interest is restricted by the terms of Section 12 of the GODDARD SYSTEMS, INC. 2006 FRANCHISE AGREEMENT.

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TALLAHASSEE, FLORIDA

ARTICLE XI
Property

(a) **Ownership**. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title**. The title to all property of the Company shall be held in the name of this Company.

(c) **Conveyances**. The managers are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managers if there are more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

TRG LEARNING SYSTEMS, LLC

By: _____,
_____, as Manager

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TALLAHASSEE, FLORIDA

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XII
Amendments

These Articles, except with respect to vested rights of the members, may be amended at any time by vote by a majority-in-interest of its members. Such amendments shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411, Florida Statutes.

ARTICLE XIII
Operating Agreement

The *managers* are hereby authorized and directed to prepare and adopt an Operating Agreement for the governing of the internal affairs of the Company containing


such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement may conflict with the provisions of these Articles, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement shall be set forth in the Operating Agreement, except that the initial form shall be approved by the vote of a majority-in-interest of members.

ARTICLE XIV

Contracting Debts

No debt shall be contracted or liability incurred by or on behalf of this Company except by its managers, and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

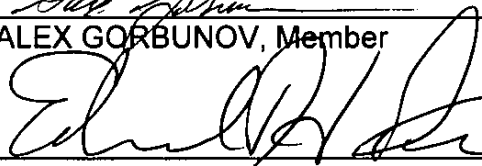
IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this MAY 5th, 2007. The execution of this document constitutes an affirmation, under the penalties of perjury, that the facts stated herein are true.



BRADLEY V. TOSTON, Member



ALEX GORBUNOV, Member



EDWARD H. RENSI, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION AND ACCEPTANCE REGISTERED AGENT

Pursuant to Sections 608.407 and 608.415 of the Florida Statutes, this Limited Liability Company submits the following statement in designating the Registered Office and Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is TRG LEARNING SYSTEMS, LLC.
2. The name and address of the registered agent and office are:

David C. Lanigan, J.D., LL.M.
DAVID LANIGAN, P.A.
10927 North 56th Street
Tampa, Florida 33617-3000.

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with accept the obligations of my position as registered agent.

Dated: May 9, 2007.


David C. Lanigan, J.D., LL.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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