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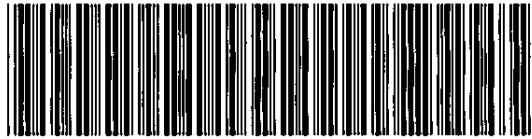
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TALLAHASSEE, FLORIDA

FILED
07 OCT 10 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 266329 7127284

AUTHORIZATION :

COST LIMIT : \$ 155.00

FILED
07 OCT 10 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 10, 2007

ORDER TIME : 11:38 AM

ORDER NO. : 266329-005

CUSTOMER NO: 7127284

DOMESTIC FILING

NAME: ESOFTE LEARNING, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace - EXT. 2928

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

OF

eSoft Learning, LLC

ARTICLE I - NAME

The name of the limited liability company is eSoft Learning, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 8 Hickory Lane, Amelia Island, Florida 32034.

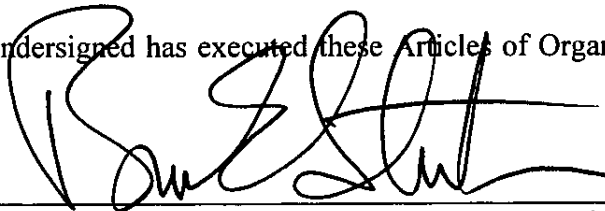
ARTICLE III - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Company is 50 North Laura Street, Suite 1600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is the law firm of Stutsman Thames & Markey, P.A.

ARTICLE IV - AUTHORIZED REPRESENTATIVE

The name and street address of the authorized representative to these Articles of Organization is Bruce E. Stutsman, c/o Stutsman Thames & Markey, P.A., 50 North Laura Street, Suite 1600, Jacksonville, Florida 32202.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 9th day of October, 2007.


BRUCE E. STUTSMAN, Authorized Representative

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9th day of October, 2007, by Bruce E. Stutsman, who is personally known to me and who did not take an oath.

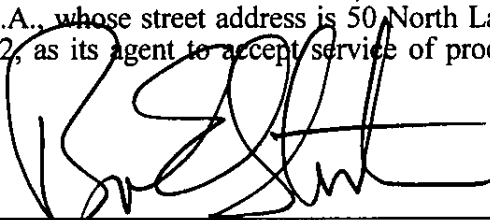


Print Name: 
Notary Public, State of Florida at Large
My commission expires: 2-27-11

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

That eSoft Learning, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Jacksonville, State of Florida, has named Stutsman Thames & Markey, P.A., whose street address is 50 North Laura Street, Suite 1600, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.

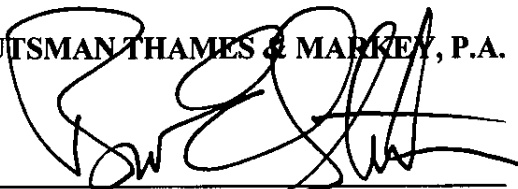


Bruce E. Stutsman, Authorized Representative

Date: October 9, 2007

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of the position as registered agent.

STUTSMAN THAMES & MARKEY, P.A.



By: _____
Bruce E. Stutsman, CEO

Date: October 9, 2007