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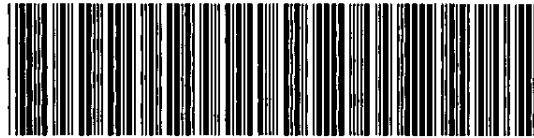
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Academy Publishing Group, L.L.C.

Dear Sir or madam:

The enclosed Articles of Organization and fees are submitted for filing.

Enclosed, please find \$155.00 for the Filing Fee and Certified Copy.

Please return all correspondence concerning this matter to the following:

Eric J. Reinhold
Academy Publishing Group, L.L.C
1900 Summit Tower Boulevard, Suite 230
Orlando, Florida 32810

For further information concerning this matter, please call:

Penelope Anderson at (407) 953-7920.

Enclosure: Money Order for the Filing Fee & Certified Copy

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 5, 2007

ERIC J. REINHOLD
1900 SUMMIT TOWER BLVD., SUITE 230
ORLANDO, FL 32810

SUBJECT: ACADEMY PUBLISHING GROUP, L.L.C.
Ref. Number: W07000043665

We have received your document for ACADEMY PUBLISHING GROUP, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 907A00052819

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ARTICLES OF ORGANIZATION
ACADEMY PUBLISHING GROUP, L.L.C.
A Florida Limited Liability Corporation

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TALLAHASSEE, FLORIDA

Article I
NAME

The name of the limited liability company is Academy Publishing Group, L.L.C.

Article II
PRINCIPAL PLACE OF BUSINESS

The principal office of the limited liability company shall be located at 1900 Summit Tower Boulevard, Suite 230, Orlando, Orange County, Florida 32810, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

Article III
REGISTERED AGENT

The Registered Agent for the Academy Publishing Group, L.L.C. is Eric J. Reinhold
The mailing address for the Registered Agent is 1900 Summit Place, Suite 230, Orlando, Florida 32810.

Article IV
PURPOSE OF LIMITED LIABILITY COMPANY

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact shall be primarily to publish and distribute age appropriate children, adult, and parent books, magazines and other literary materials. The company may also:

1. Engage in any activity or business authorized under the Florida Statutes.

2. Purchase or otherwise acquire, undertake, carry on improve, or develop all or any of the business goodwill, rights, assets, and liability of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
3. Enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. Conduct any lawful business for which a limited liability company may be organized and to do all things necessary or useful in connection with the foregoing.

Article V MANAGEMENT

The management of this limited liability company is reserved to its members, whose names and addresses are as follows:

MGRM	Eric J. Reinhold 1900 Summit Tower Boulevard, Suite 230 Orlando, Florida 32810
MGRM	Kimberly M. Reinhold 1900 Summit Tower Boulevard, Suite 230 Orlando, Florida 32810

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ARTICLE VI MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminated the continued membership of a

member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of 6the remain members.

Article VII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the member(s).

The undersigned, being the original member and registered agent of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **ACADEMY PUBLISHING GROUP, L.L.C.**

Executed this ____ day of August, 2007 by the undersigned at Orlando, Florida.



Eric J. Reinhold, MGRM/Registered Agent

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