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FLORIDA/FOREIGN LIMITED LIABILITY CO.

PROEDUCATION FINANCIAL SOLUTIONS, LLC

Certificate of Status	1
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Page Count	02
Estimated Charge	\$160.00

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J. BRYAN

MAR 11 2008

EXAMINER

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**ARTICLES OF ORGANIZATION
OF
PROEDUCATION FINANCIAL SOLUTIONS, LLC**

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. § 608.407.

1. Name. The name of the Company is:

ProEducation Financial Solutions, LLC

2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 491 Partridge Circle, Sarasota, Florida 34236.

3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is J. Hugh Middlebrooks, 200 South Orange Avenue, Sarasota, Florida 34236.

4. Management. The Company shall be a manager-managed company. The name and address of the initial manager of the Company is:

Paul J. Gilroy
491 Partridge Circle
Sarasota, Florida 34236

Managers may be added or removed in the manner provided in the Operating Agreement of the Company.

5. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.

6. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 10th day of March 2008 (the "Execution Date").


J. Hugh Middlebrooks
Member or Authorized Representative

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ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.


Hugh Middlebrooks
As Registered Agent

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