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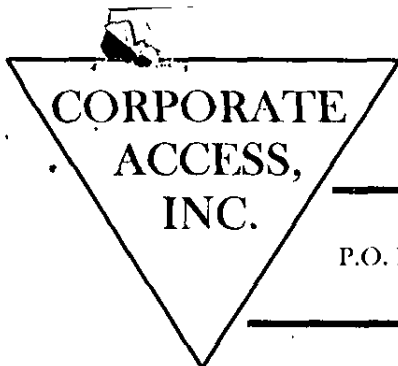
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DEPARTMENT OF STATE SECRETARY OF STATE
DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

M. O'Neil - MAR 13 2008



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Articles of Organization



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1.

Precious Minds Learning Center, LLC

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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ARTICLES OF ORGANIZATION 08 MAR 13 AM 10:29

FOR

SECRETARY OF STATE
TALLAHASSEE FLORIDA

PRECIOUS MINDS LEARNING CENTER, LLC

The undersigned Organizer, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act (the "Act"), hereby submits, and files with the Florida Department of State, the following Articles of Organization.

ARTICLE I — NAME:

The name of the Limited Liability Company shall be: **Precious Minds Learning Center, LLC**, ("Company").

ARTICLE II — ADDRESS:

The mailing address and street address of the principal office of the Company shall be as follows:

5647 Vintage View Blvd.
Lakeland, Florida 33812

ARTICLE III — REGISTERED AGENT AND REGISTERED OFFICE:

The address of the initial registered office of the Company in the State of Florida is 121 North Collins Street, Plant City, Florida 33563, and the name of the registered agent at such address is Keith C. Smith, Esquire.

ARTICLE IV — MANAGEMENT

The Company shall be managed by the Members.

ARTICLE V — LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.4235 of the Act, no Member of the Company shall be an agent of the Company solely by virtue of being a Member.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization this 29 day of February, 2008. In accordance with Section 608.408(3) of the Act, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Nancy Almonte, Organizer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 608.415, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the company is:

Precious Minds Learning Center, LLC
2. The name and address of the registered agent and office is:

Keith C. Smith, Esquire
121 North Collins Street
Plant City, Florida 33563

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Nancy Almonte, Organizer

2/29/08

Date

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.



KEITH C. SMITH, ESQUIRE

3-7-08

DATE