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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Thomas JUN 16 2008

LOREN E. BODEM, CHARTERED
ATTORNEY AT LAW
700 COLORADO AVENUE
STUART, FLORIDA 34994

LOREN E. BODEM
ADMITTED: FLORIDA, MICHIGAN
AND MINNESOTA BAR

May 8, 2008

TELEPHONE
(772) 286-4265

FACSIMILE
(772) 286-2698

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

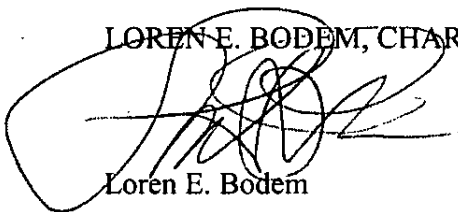
Re: Academic Success, LLC

Dear Madam or Sir:

Enclosed is an original and one copy of Articles of Organization of Academic Success, LLC, Affidavit of Membership and Contributions, Certificate Designating Registered Office and a check in the amount of \$125.00 to cover the cost of filing same.

Very truly yours,

LOREN E. BODEM, CHARTERED


Loren E. Bodem

08 JUN 13 PM 3:04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEB/kam

Enclosures

cc: Patricia Simmons

**ARTICLES OF ORGANIZATION
OF
ACADEMIC PREP, LLC**

The undersigned, acting as Organizers of a company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization for such Company:

NAME: The name of this Organization is ACADEMIC PREP, LLC.

DURATION: The period of duration of this Organization shall be perpetual.

PURPOSE: The purpose of this Organization is to provide academic tutoring and test preparation for students and otherwise to engage in any activities or business permitted under the laws of the United States and Florida.

PRINCIPAL OFFICE: The mailing and street address of the principal office of this Organization shall be 2180 N. Park Avenue, Suite 328, Winter Park, FL 32789.

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial Registered Agent of this Organization is LOREN E. BODEM, 700 Colorado Avenue, Stuart, FL 34994. The manager(s) of this Organization may from time to time change the Registered Office to any other address in the State of Florida.

ADDITIONAL MEMBERS: The members may admit additional members upon payment by the additional member of an amount in cash or agreed value of property to that existing members at the time of admission, and upon consent of each of the existing members.

CONTINUATION OF BUSINESS: The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

INITIAL MANAGER: This Organization shall be managed by a single manager. The number of managers may be either increased or decreased from time to time by an amendment of the Bylaws of the Organization in the manner provide by law, but shall never be less than one. The name and address of the initial manager of this Organization is:

PATRICIA SIMMONS, 1811 Stonehurst Road, Winter Park, FL 32789.

ORGANIZERS: The name and street address of the person(s) signing these Articles of Organization is:

PATRICIA SIMMONS, 1811 Stonehurst Road, Winter Park, FL 32789

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CLERK OF DISTRICT COURT
JULIA S. SELLER
TALLAHASSEE, FLORIDA

AMENDMENT OF ARTICLES: This Organization reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendments hereto, and any right conferred upon the members is subject to this reservation.

INDEMNIFICATION: The Organization shall be empowered to indemnify any manager in the manner set out and provided for in the Bylaws of this Organization.

IN WITNESS WHEREOF the undersigned Organizer(s) have executed these Articles of Organization this 2nd of May, 2008

Patricia Simmons
PATRICIA SIMMONS, Organizer

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ SEMINOLE

Before me, the undersigned authority, personally appeared PATRICIA SIMMONS to me known to be the person(s), or who presented identification in the form of Patricia, and who executed the foregoing Articles of Organization and he acknowledged to and before me the execution of such instrument.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 2nd day of May, 2008.



Janet H. Williams
Commission # DD546125
Expires August 30, 2010
Bonded Troy Paine Insurance Inc. 800-385-7019

[Signature]
Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE OF
FLORIDA, AND NAMING THE REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED**

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

PREP

That ACADEMIC ~~SUCCESS~~, LLC desiring to qualify under the laws of the State of Florida, with its principal place of business in the County of Orange, State of Florida, has named LOREN E. BODEM, at 700 Colorado Avenue, Stuart, Florida, 34994, as its initial Registered Agent to accept service of process within the State of Florida.

Dated this 2nd day of May, 2008.

PREP

ACADEMIC ~~SUCCESS~~, LLC


By Organization Manager

Having been named to accept service of process for the above Organization at the place designated above, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 8th day of May, 2008.


LOREN E. BODEM, Registered Agent

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ACADEMIC PREP SUCCESS, LLC deposes and says:

1. the above named liability company has at least one member;
2. the total amount of cash contributed by the member is \$100.00;
3. there is no property other than cash contributed by a member;
4. there are no additional contributions anticipated by members.

FURTHER AFFIANT SAYETH NOT.


PATRICIA SIMMONS, Manager

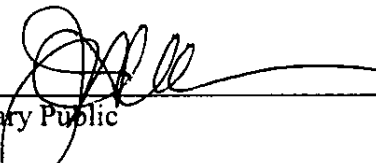
STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared PATRICIA SIMMONS to be known to be the person(s), or who presented identification in the form of _____, and who executed the foregoing Articles of Organization and he acknowledged to and before me the execution of such instrument.

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Janet H. Williams
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Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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