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EXAMINER

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
ED SPECIALISTS, PLLC
A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY

The Articles of Organization for ED SPECIALISTS, PLLC (the "Company") were filed on July 8, 2008. This Amended and Restated Articles of Organization for the Company is intended to supersede and replace the original Articles of Organization of the Company in its entirety. Upon the filing of this Amended and Restated Articles of Organization for the Company with the Secretary of the State of Florida, the original Articles of Organization of the Company shall be of no further force and effect.

The undersigned, for the purpose of forming a professional limited liability company, hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I. NAME. The name of the Professional Limited Liability Company is "EDSPECIALISTS, PLLC"

ARTICLE II. ADDRESS. The mailing address and principal street address of EDSPECIALISTS, PLLC is 14115 South Dixie Hwy, Suite L, Palmetto Bay, FL 33176.

ARTICLE III. PURPOSE. The purpose for which EDSPECIALISTS, PLLC is organized is:

- (a) To engage in psycho-educational evaluations, consultations, professional development and other services to the public that a school psychologist, licensed under the State of Florida, is allowed to render;
- (b) In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things as set forth in these Articles to the same extent as a natural person might do;
- (c) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to which this professional 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; and
- (d) To have, in furtherance of the company purposes, all of the powers conferred upon professional limited liability companies organized in the State of Florida,

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subject to any limitations thereof contained in these Articles of Organization, in Chapter 621 of the Florida Statutes, or any laws of the State of Florida.

ARTICLE IV. REGISTERED AGENT The name and Florida street address of the registered agent are:

Guzman & Guzman, P.A.
9130 S. Dadeland Blvd., Suite 1600
Miami, FL 33156

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


Alberto F. Guzman

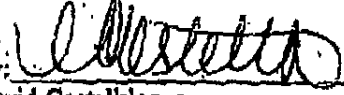
ARTICLE V. MANAGEMENT. The Company shall be managed by a manager or managers in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The names and addresses of the initial manager(s) of the Company is/are:

Title: Manager
Ingrid Castelblanco
14115 South Dixie Hwy, Suite L
Palmetto Bay, FL 33176

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Signature of Organizer and Authorized Representative of the Company:

By: 

Ingrid Castelblanco

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