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To:
Division of Corporations
Fax Number : (850) 617-6383

From:
Account Name : PATTERSON & ANDERSON, P.A.
Account Number : I20000000140
Phone : (904) 247-1770
Fax Number : (904) 246-0139

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Student Xpress of FL, LLC

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**ARTICLES OF ORGANIZATION
OF
STUDENT XPRESS OF FL, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be Student Xpress of FL, LLC ("Company"). The principal place of business of the Company in Florida shall be 3010 South Third Street, Jacksonville Beach, Florida 32250. The mailing address of the Company shall be 3010 South Third Street, Jacksonville Beach, Florida 32250.

**ARTICLE II
DURATION**

The Company shall commence its existence on the date these Articles of Organization are executed. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III
PURPOSES AND POWERS**

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Patterson & Anderson, P.A., 3010 South Third Street, Jacksonville Beach, Florida 32250.

**ARTICLE V
MANAGEMENT (MANAGEMENT BY THE MEMBERS)**

The Company shall be managed by its members, in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not

inconsistent with law or these Articles of Organization. The names and addresses of the Member of the Company is:

NAME

ADDRESS

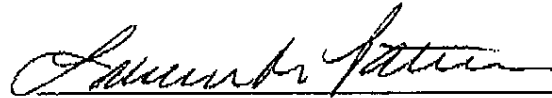
Timothy Flood

56 West Curch Street
Spring Valley, NY 10977

John D. Corr

3010 South Third Street
Jacksonville Beach, Florida 32250

IN WITNESS WHEREOF, the undersigned authorized agent has made and subscribed these Articles of Organization at Jacksonville, Duval County, Florida, for the foregoing uses and purposes this ____ day of November, 2008.


Lawrence R. Patterson, Authorized Agent

STATE OF FLORIDA
COUNTY OF DUVAL


The foregoing instrument was acknowledged before me this 18th day of November, 2008, by Lawrence R. Patterson, as the Authorized Agent of Student Xpress of FL, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.


Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Student Xpress of FL, LLC, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

PATTERSON & ANDERSON, P.A.

By: 
Lawrence R. Patterson, Its President

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