

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000046574
FILED 8:00 AM
May 13, 2009
Sec. Of State
gharvey

Article I

The name of the Limited Liability Company is:

BRIGHTSTAR LEARNING LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1815 NE 146TH STREET
NORTH MAIMI, FL. 33181

The mailing address of the Limited Liability Company is:

1815 NE 146TH STREET
NORTH MAIMI, FL. 33181

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

JOSEPH DEMESQUITA
1815 NE 146TH STREET
NORTH MIAMI, FL. 33181

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.

Registered Agent Signature: JOSEPH DEMESQUITA

Article V

The name and address of managing members/managers are:

Title: MGR
JEFF KAUFMAN
1815 NE 146TH STREET
NORTH MIAMI, FL. 33181

Title: MGR
RICHARD RUDOW
1815 NE 146TH STREET
NORTH MIAMI, FL. 33181

Title: MGRM
ROY SHAPIRO
1815 NE 146TH STREET
NORTH MIAMI, FL. 33181

Title: MGRM
JOSEPH DEMESQUITA
1815 NE 146TH STREET
NORTH MIAMI, FL. 33181

Signature of member or an authorized representative of a member

Signature: JOESPH DEMESQUITA

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