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B. KOHR

JUL 10 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 062477 131879A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 160.00

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TALLAHASSEE, FLORIDA

ORDER DATE : July 9, 2009  
ORDER TIME : 5:13 PM  
ORDER NO. : 062477-015  
CUSTOMER NO: 131879A

DOMESTIC FILING

NAME: ACADEMICA CENTRAL FLORIDA, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION  
FOR  
ACADEMICA CENTRAL FLORIDA, LLC  
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to section 608.407 of the Florida Limited Liability Act, Florida Statutes, as amended from time to time, (the "Act") the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I-NAME:

The name of the Limited Liability Company is:

ACADEMICA CENTRAL FLORIDA, LLC

ARTICLE II-ADDRESS:

PRINCIPAL ADDRESS: 6361 SUNSET DRIVE  
MIAMI, FL 33143

MAILING ADDRESS: 6361 SUNSET DRIVE  
MIAMI, FL 33143

ARTICLE III – TERM

Unless earlier terminated pursuant to the Act or the Operating Agreement as defined in section 608.402(24) of the Act of the Company, the period of its duration shall be perpetual.

ARTICLE IV-REGISTERED AGENT:

CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

ARTICLE V – PURPOSE:

The purpose of this Limited Liability Company shall be any and all lawful business.

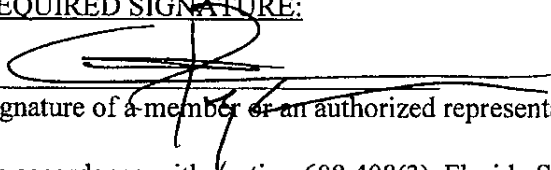
ARTICLE VI-MANAGEMENT:

Until further notice, the Limited Liability Company is to be managed by a manager and said manager is as follows:

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(MGR) Academica Management, LLC  
Address: 6361 SUNSET DRIVE, MIAMI, FL, 33143

REQUIRED SIGNATURE:

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Collette D. Papa, Esq.  
Typed or printed name of signee

ARTICLE VII-ADMISSION OF ADDITIONAL MEMBERS:

The entire membership of the Limited Liability Company shall be composed of Members (as the term "member" is defined in section 608.402(24) of the Act). The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

New members may be admitted upon the approval by all of the then existing members of the Limited Liability Company.

ARTICLE VIII- MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the Limited Liability Company 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 in the Limited Liability Company shall be:

The remaining members may continue operating the business as provided in the Act and/or the Operating Agreement and further provided that the occurrence of any of the foregoing events shall not result in the admission of a replacement member (such as in the event of a judicial or administrative proceeding) that is not acceptable to the remaining members.

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ACADEMICA CENTRAL FLORIDA, LLC, a Florida limited liability company

2. The name and street address of the registered agent are:

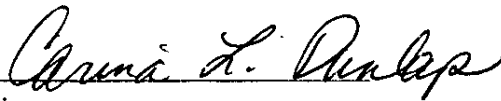
Name: CORPORATION SERVICE COMPANY

Address: 1201 HAYS STREET, TALLAHASSEE, FL 32301

Having been named as registered agent and to accept services 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.

By: \_\_\_\_\_

Name:



**Carina L. Dunlap**  
**Asst. Vice President**