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September 28, 2009

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Career Learning Institute, LLC  
Conversion into a Limited Liability Company

To Whom It May Concern:

The enclosed Certificate of Conversion, Articles of Organization and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

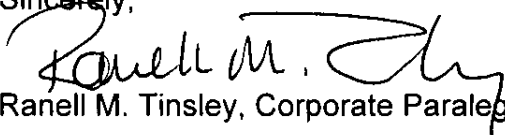
Please return all correspondence concerning this matter to:

Ranell M. Tinsley  
Johnson, Pope, Bokor, Ruppel & Burns, LLP  
911 Chestnut Street  
Clearwater, FL 33756

Enclosed is a check for \$180.00; this amount is to cover the cost of filing fees and certified copy.

For further information concerning this matter, please call myself at (727) 461-1818 extension 2153.

Sincerely,

  
Ranell M. Tinsley, Corporate Paralegal

**CERTIFICATE OF CONVERSION  
FOR  
CAREER LEARNING INSTITUTE, INC.  
("Other Business Entity")  
INTO  
CAREER LEARNING INSTITUTE, LLC**

**FILED**

**09 SEP 30 AM 11:47**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into CAREER LEARNING INSTITUTE, LLC in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Career Learning Institute, Inc. *PDQ-37754*
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on April 28, 2009.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is Career Learning Institute, LLC.
5. This conversion shall be effective in Florida on the date of filing.

Signed this 25 day of September, 2009.

CAREER LEARNING INSTITUTE, INC.

By: *Barbara J. Haagsma*  
Barbara J. Haagsma, President

CAREER LEARNING INSTITUTE, LLC

By: *Barbara J. Haagsma*  
Barbara J. Haagsma, Manager

**Prepared By:**

Michael G. Little, Esq.  
Johnson, Pope, Bokor, Ruppel & Burns, LLP  
911 Chestnut Street  
Clearwater, Florida 33756  
(727) 461-1818  
Bar No. 0861677

**ARTICLES OF ORGANIZATION  
OF  
CAREER LEARNING INSTITUTE, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I**

Name

The name of this Company shall be: CAREER LEARNING INSTITUTE, LLC.

**ARTICLE II**

Place of Business

The principal place of business and mailing address of this Company shall be 150 McMullen Booth Road South, Clearwater, FL 33759, and such other place or places as may be designated by the manager from time to time.

**ARTICLE III**

Registered Agent and Office

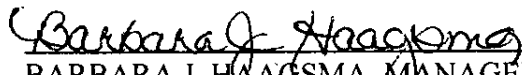
The initial registered agent for this Company shall be Barbara J. Haagsma, and the address of the registered agent for service of process shall be 150 McMullen Booth Road South, Clearwater, FL 33759.

**ARTICLE IV**

Management of Business

The Company shall be manager-managed.

The undersigned has executed these Articles of Organization this 25 day of September, 2009.

  
\_\_\_\_\_  
BARBARA J. HAAGSMA, MANAGER

**Prepared By:**

Michael G. Little, Esquire  
Johnson, Pope, Bokor,  
Ruppel & Burns, LLP  
911 Chestnut Street  
Clearwater, Florida 33756  
Bar No. 0861677  
(727) 461-1818

**CERTIFICATE OF DESIGNATION**  
**AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 150 McMullen Booth Road South, Clearwater, FL 33759, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated this 28 day of September, 2009

  
BARBARA J. HAAGSMA

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