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FLORIDA LIMITED LIABILITY CO.

LRN Shores, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
LRN Shores, LLC**

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ARTICLE I

NAME

The name of the limited liability company shall be:

LRN Shores, LLC

ARTICLE II

EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

PURPOSE

This limited liability company may engage in any activity or business permitted under the laws of the United States and of the State of Florida, and shall have all powers necessary or, convenient to effect any or all of the purposes for which the company is organized.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial mailing and street address of the principal office of this limited liability company is: 2900 SW 28th Terrace, 2nd Floor, Coconut Grove, FL 33133.

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ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

Neal S. Litman, P.A.
Grove Plaza ~ Second Floor
2900 S.W. 28th Terrace
Coconut Grove, Florida 33133

ARTICLE VI

MANAGEMENT

The limited liability company is to be managed by one Manager or more Managers ("Manager") and is, therefore, a Manager-Managed company.

ARTICLE VII

**RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE AFTER
WITHDRAWAL OF MEMBER**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent of LRN Shores, LLC to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this 2nd day of March, 2010.

Neal S. Litman, P.A.

By: _____

Neal S. Litman

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