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EXAMINER

HAROLD E. WOLFE, JR., P.A.

ATTORNEY AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE
2300 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409-3006

TELEPHONE: (561) 697-4100

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HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

March 26th, 2010

* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

* FLORIDA BAR BOARD

CERTIFIED WILLS, TRUSTS,

AND ESTATES ATTORNEY

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
10 MAR 29 AM 9:45

Re: Articles of Organization - Education Support Group, LLC

Dear Madam/Sir:

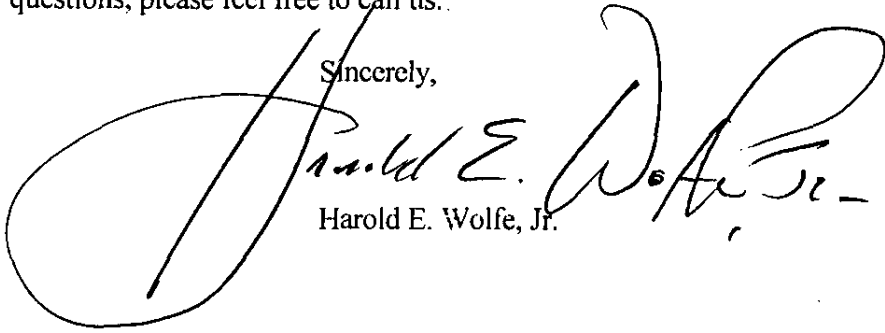
Enclosed please find the original and one (1) copy of the Articles of Organization for "Education Support Group, LLC" for filing in the corporate records of the State of Florida. Also enclosed is our check in the amount of One Hundred Fifty-Five Dollars (\$155) representing the following fees:

Filing fee	\$100.00
Certified copy fee	30.00
Registered Agent Designation	<u>25.00</u>
Total	\$155.00

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,


Harold E. Wolfe, Jr.

HEW:k

Enclosures

xc: Mr. Dennis W. Michaud
Mr. Robert Murdock

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAR 29 AM 9:45

ARTICLES OF ORGANIZATION
OF
EDUCATION SUPPORT GROUP, LLC

I, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, and do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "Education Support Group, LLC".

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

2300 Palm Beach Lakes Boulevard
Executive Centre - Suite 302
West Palm Beach, Florida 33409

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Boulevard, Executive Centre - Suite 302, West Palm Beach, Florida 33409. The name of the registered agent at such registered office is **HAROLD E. WOLFE, JR., ESQ.**

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article IX hereof. In accordance with Fla. Stat. §608.4211(5)(or successor section), any Member who fails to make a required capital contribution under the terms of the Operating Agreement shall forfeit such defaulting Member's membership interest and such individual shall not become a Member of this limited liability company.

ARTICLE VI - CLASSES OF MEMBERS; SHARING OF PROFITS AND LOSSES

Pursuant to Fla. Stat. §§608.4231(1) and 608.4261, this limited liability company may have different classes of Members having such relative rights, powers and duties as specified in the Operating Agreement, including differences among such classes of Members for sharing of profits and losses. In accordance with Fla. Stat. §608.4261, the profits and losses of this limited liability company shall be allocated among Members as so specified in the Operating Agreement; provided, however, that if the Operating Agreement does not provide for, or is silent as to, the allocation of profits and losses among Members, profits and losses shall be allocated on the basis of capital contributions made by each Member to the extent that such contributions have been received by the limited liability company and have not been returned; provided further, however, that in all events the Operating Agreement may specifically contain special allocations of profits and losses among different classes of Members. Further, in accordance with Fla. Stat. §608.4231, these Articles and/or the Operating Agreement may limit any Members' or class of Members' ability to vote on certain items such as the composition of management as set forth in Article VIII hereof.

ARTICLE VII - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VIII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by one (1) initial Manager, HAROLD E. WOLFE, JR. This limited liability company is to be a Manager-managed company as set forth in Fla. Stat. §§608.407(d) and 608.422(4) and shall be so managed by the Manager. In accordance with the foregoing, the name and address of the Manager of this limited liability company is:

Name of Manager

HAROLD E. WOLFE, JR.

Address

**2300 Palm Beach Lakes Boulevard
Executive Centre - Suite 302
West Palm Beach, Florida 33409**

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to Members from this limited liability company; provided, however, that in all events the Manager shall comply with any distribution requirements contained in any Operating Agreement adopted by the company under Fla. Stat. §608.423. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager herein named shall have all of the rights afforded under Fla. Stat. §608.422(b) (or successor statute) except to the extent limited by the company's Operating Agreement. In all events, the Manager shall be subject to the general standards for managers and managing members set forth under Fla. Stat. §608.4225 and the limitations on conflicts of interest under Fla. Stat. §608.4226.

ARTICLE IX – OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, which may be divided into different classes or groups in accordance with Fla. Stat. §608.4231(1); provided, however, that the total maximum

aggregate number of ownership units of all classes shall not exceed one thousand (1,000) units. The Manager shall determine the number and class of each unit; provided, however, that if a class of units is prescribed to any Member in the Operating Agreement, that Member shall receive the class and number of units as so assigned in the Operating Agreement. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units of that class outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units of that class outstanding is the denominator. Each Member of each class shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount specified in the Operating Agreement or as specified in Article VI of these Articles if the Operating Agreement is silent as to that matter.

ARTICLE X – PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the business of ownership in certain other limited liability companies that are engaged in the business of management of certain universities, technical colleges and institutions of higher learning in Saudi Arabia and the Middle East; together with all incidental facets of management including procuring of teachers and professors, institutional management and coordination with the institutional owners.

ARTICLE XI-OPERATING AGREEMENT

This limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors (except as provided in Article VIII hereof). shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Such Operating Agreement shall comply with provisions of Fla. Stat. §608.423; provided, however, that any amendment or alternation of the Operating Agreement of this limited liability company shall strictly comply with any amendment procedure contained in the Operating Agreement unless all Members unanimously otherwise agree in writing. The provisions of Chapter 608 of the Florida Statutes entitled the "Florida Limited Liability Company Act" shall govern this limited liability company except to the extent overridden by specific provisions of any Operating Agreement then governing this limited liability company.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 25th day of March, 2010.

EDUCATION SUPPORT GROUP, LLC


By: 

HAROLD E. WOLFE, JR.

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME personal appeared **HAROLD E. WOLFE, JR.**, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced his _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

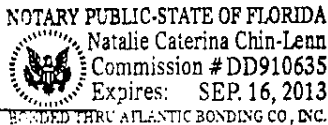
WITNESS my hand and official seal this 25th day of March, 2010.



Signature of Notary Public

Natalie P. Chin-Len

Printed Name of Notary Public
State of Florida at Large

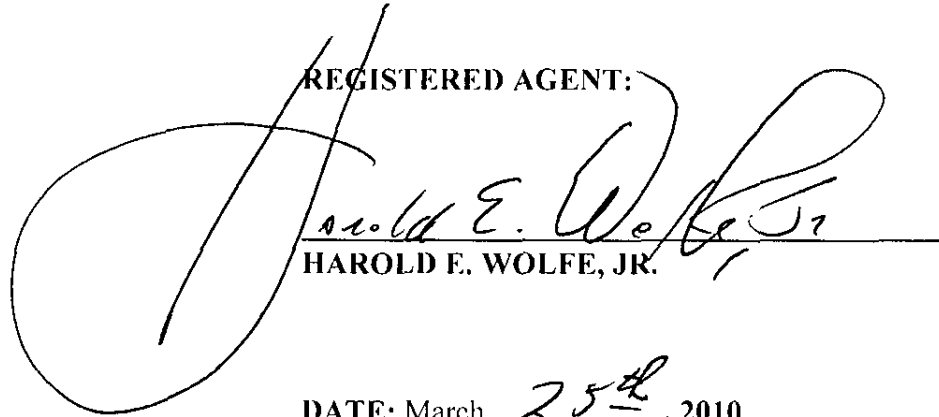
Serial Number of Commission**My Commission Expires:**

[Notarial Stamp or Seal]

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


HAROLD E. WOLFE, JR.

DATE: March 25th, 2010