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**FLORIDA LIMITED LIABILITY CO.
CIRCA LEARNING CENTER, LLC**

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TALLAHASSEE, FLORIDA

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MAY 14 2010

EXAMINER

ARTICLES OF ORGANIZATION
OF
CIRCA LEARNING CENTER, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizer, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this limited liability company shall be CIRCA LEARNING CENTER, LLC (hereinafter the "Company").

ARTICLE II - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business in accordance with the laws of Florida as enumerated in the Florida Limited Liability Company Act.

ARTICLE III - DURATION

This Company shall have perpetual existence.

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The street address and location of the principal offices of the Company shall be 5815 Kids Crossing Drive, Lithia, Florida 33547, and the mailing address of the principal offices will be 4321 Lynx Paw Trail, Valrico, Florida 33594, but the Company shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent of this Company shall be Frederick J. Mills, Esquire, of Morrison & Mills, P.A., at 1200 W. Platt Street, Suite 100, Tampa, Florida 33606.

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ARTICLE VI - MEMBERSHIP

This Company shall have two (2) Members initially. The names and addresses of the initial members are:

Benjamin Fernandes
3811 Leona Street
Tampa, Florida 33692

and

Keith Balot
16325 Bridgewalk Drive
Lithia, Florida 33547

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TALLAHASSEE, FLORIDA

Additional Members may be admitted to the Company only upon unanimous affirmative vote of all of the then existing Members and upon such terms as may be unanimously agreed upon by such exiting Members in writing. At no time during the existence of this Company shall there ever be less than one Member.

ARTICLE VII - MANAGEMENT

Management of the affairs of this Company is reserved to its Members, unless at such future date, the Members unanimously agree in writing to have this Company managed by a Manager or Managers.

ARTICLE VIII - ANNUAL MEETING

The time and place of the annual Members' meeting shall be the 15th day of May of each and every year at the principal offices of the Company unless otherwise fixed in the Regulations or by a resolution of the Members, and the Members may waive notice thereof before or after the meeting.

ARTICLE IX - POWERS

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

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ARTICLE X - AMENDMENTS

This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto by unanimous affirmative vote of all of the Members of the Company at the time of such proposed amendment, and any right conferred upon the Members is subject to this reservation.

ARTICLE XI - CONTINUATION OF EXISTENCE

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Member or Members of the Company shall have a right, by affirmative vote, to continue the existence and business of the Company.

ARTICLE XII - REGULATIONS

At a later date, the Members, if they so choose, shall adopt Regulations or an Operating Agreement to govern the operation of this Company. The Regulations or Operating Agreement may thereafter be repealed or altered only upon affirmative vote of all of the Members of the Company at the time of such proposed amendment.

ARTICLE XIII - CONTRIBUTIONS

The amount of cash, the description and agreed value of other non-cash contributions, and the amount or description of property anticipated to be contributed by the Members shall be addressed, if at all, in a document separate and distinct from these Articles.

ARTICLE XIV - ADDITIONAL CONTRIBUTIONS

Each Member of the Company shall make additional capital contributions to the Company only upon the unanimous consent of all of the Members.

ARTICLE XV - TAX STATUS

This Company shall be treated as a partnership for federal tax purposes.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hands and seal, acknowledged,
and filed the foregoing Articles of Organization under the existing laws of the State of Florida.


Benjamin Fernandes, as Organizer

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of May, 2010, by
Benjamin Fernandes, who is personally known to me or who has produced identification.


NOTARY PUBLIC, STATE OF FLORIDA



Print Name: Patti N. Sutter

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TALLAHASSEE, FLORIDA

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STATEMENT OF ACCEPTANCE
OF APPOINTMENT AS REGISTERED
FOR
CIRCA LEARNING CENTER, LLC

Having been named in the Articles of Organization of CIRCA LEARNING CENTER, LLC. as Registered Agent to accept service of process for the aforesaid company at its registered office at 1200 W. Platt Street, Suite 100, Tampa, Florida 33606, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in the Florida Limited Liability Company Act.

By: [Signature]
Frederick J. Mills, Registered Agent

DATE: May 13, 2010

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of May, 2010, by Frederick J. Mills, Esq. who is personally known to me or who has produced identification.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
Patti N. Sutter

Print Name: _____
Commission Expires: _____
Commission No. is: _____



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