

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L11000039606
FILED 8:00 AM
April 04, 2011
Sec. Of State
dbruce

Article I

The name of the Limited Liability Company is:

SPROUT LEARNING RESOURCES, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

14911 MAIN STREET
ALACHUA, FL. US 32615

The mailing address of the Limited Liability Company is:

13921 NW 146TH AVE.
ALACHUA, FL. US 32615

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

REBECCA MCCULLER
13921 NW 146TH AVENUE
ALACHUA, FL. 32615

Having been named as registered agent and to accept service 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.

Registered Agent Signature: REBECCA MCCULLER

Article V

The name and address of managing members/managers are:

Title: DIR
REBECCA MCCULLER
13921 NW 146TH AVENUE
ALACHUA, FL. 32615 US

Title: MGR
KEVEN MCCULLER
13921 NW 146TH AVENUE
ALACHUA, FL. 32615 US

L11000039606
FILED 8:00 AM
April 04, 2011
Sec. Of State
dbruce

Article VI

The effective date for this Limited Liability Company shall be:

06/01/2011

Signature of member or an authorized representative of a member

Electronic Signature: REBECCA MCCULLER

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.