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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : MILAM HOWARD, ET.AL.  
Account Number : I20000000206  
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**FLORIDA LIMITED LIABILITY CO.**  
**GMS E-learning, LLC**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION**

**OF**

**GMS E-LEARNING, LLC**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I  
NAME**

The name of this limited liability company (the "Company") shall be GMS E-learning, LLC.

**ARTICLE II  
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 14 East Bay Street, Jacksonville, Florida 32202.

**ARTICLE III  
REGISTERED AGENT**

The initial registered office of this Company shall be 14 East Bay Street, Jacksonville, Florida 32202, and its initial registered agent at such office shall be Milam Howard Nicandri Dees & Gillam, P.A.

Prepared by G. Alan Howard, Esq.  
Milam Howard Nicandri Dees & Gillam, P.A.  
14 East Bay Street  
Jacksonville, Florida 32202  
(904) 357-3660

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**ARTICLE IV  
MANAGEMENT OF THE COMPANY**

This Company will be managed in accordance with and subject to the requirements of the Act and the operating agreement of this Company.

IN WITNESS WHEREOF, the undersigned, as an authorized representative for a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407 of the Act.

GMS E-LEARNING, LLC

By: 

G. Alan Howard

Authorized Representative for Member

Dated: July 6, 2011

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

GMS E-learning, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Milam Howard Nicandri Dees & Gillam, P.A. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 14 East Bay Street, Jacksonville, Florida, 32202.

GMS E-LEARNING LLC

By: 

G. Alan Howard

Authorized Representative for Member

Dated: July 6, 2011

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, we hereby agree to accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

DATED this 6<sup>th</sup> day of July, 2011.

By: 

G. Alan Howard, President

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