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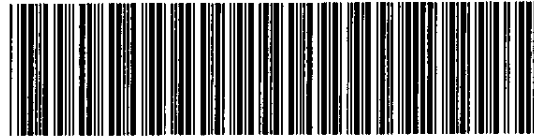
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1.

LEVEL LEARNING, LLC

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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ARTICLES OF ORGANIZATION

OF

LEVEL LEARNING, LLC

The undersigned, being a duly authorized representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization and hereby certifies:

ARTICLE I: NAME

The name of the limited liability company is Level Learning, LLC (the "**Limited Liability Company**").

ARTICLE II: ADDRESSES

The mailing address and street address of the Limited Liability Company is 235 Third Street South, Suite 200, St. Petersburg, Florida, 33701.

ARTICLE III: DURATION

The period of duration for the Limited Liability Company shall commence with the filing of these Articles of Organization with the Florida Secretary of State and shall continue perpetually, unless terminated (i) by the unanimous vote of all Members of the Limited Liability Company or (ii) in accordance with the Limited Liability Company's Operating Agreement; provided always, however, that upon any such termination event, the existence and business of the Limited Liability Company may be continued by amendment of these Articles of Organization or the Operating Agreement providing for the continued existence of the Limited Liability Company.

ARTICLE IV: PURPOSE

The purpose for which the Limited Liability Company is being formed is to engage in any activity or business permitted under the laws of the United States and State of Florida.

ARTICLE V: REGISTERED AGENT AND OFFICE

The Limited Liability Company designates 235 Third Street South, Suite 200, St. Petersburg, Florida, 33701, as the street address of the initial registered office of the Limited Liability Company, and names Michelle M. Petrillo, as the Limited Liability Company's initial registered agent at that address to accept service of process within the State of Florida.

ARTICLE VI: ADDITIONAL MEMBERS

Additional Members of the Limited Liability Company may be admitted upon the approval of all of the Members of the Limited Liability Company and otherwise in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII: MANAGEMENT

The Limited Liability Company shall be conducted, carried on and managed by no less than one (1) Manager, who shall be elected by the Members of the Limited Liability Company in the manner prescribed by and provided in the Operating Agreement of the Limited Liability Company. Such Managers shall also have the rights and responsibilities described in the Operating Agreement of the Limited Liability Company. The name and address of the initial Managers are as follows:

Michelle M. Petrillo	235 Third Street South, Suite 200 St. Petersburg, FL 33701
Tina R. Henderson	235 Third Street South, Suite 200 St. Petersburg, FL 33701

ARTICLE VIII: OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Limited Liability Company shall be initially vested in the Members of the Limited Liability Company and thereafter in the manner prescribed by and provided in any adopted Operating Agreement of the Limited Liability Company.

ARTICLE IX: LIMITATION ON AGENCY AUTHORITY OF MEMBERS

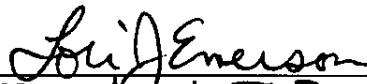
Pursuant to section 608.4235 of the Florida Limited Liability Company Act, no Member of the Limited Liability Company shall be an agent for the Limited Liability Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a Member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 21 day of December, 2011.



Michelle M. Petrillo
Signature of Authorized Representative of Member
Executing the Articles of Organization

The foregoing instrument was acknowledged before me this 21 day of December, 2011, by Michelle M. Petrillo who is personally known to me and who did take an oath.



Print Name: Lori J. Emerson
Notary Public—State of Florida
My Commission Expires:

[Notary Seal or Stamp]



**CERTIFICATE DESIGNATING PLACE, BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of chapter 48.091, Florida Statutes, or more applicable statutes, the following is submitted:

FIRST: That Level Learning, LLC, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 235 Third Street South, Suite 200, St. Petersburg, Florida, 33701, and has named Michelle M. Petrillo, located at 235 Third Street South, Suite 200, St. Petersburg, Florida, 33701, as the agent to accept service of process with this State.

SECOND: Further, said Level Learning, LLC, has designated the location 235 Third Street South, Suite 200, St. Petersburg, Florida, 33701, as its registered office, and said Michelle M. Petrillo, as its registered agent, pursuant to the provisions of Florida Statutes.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Limited Liability Company, at place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of the Florida Limited Liability Act and am familiar with and fully accept the designation as registered agent for said Limited Liability Company and the obligations of that position.



Michelle M. Petrillo
As Registered Agent