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**FLORIDA LIMITED LIABILITY CO.
eLEARNING SYSTEMS, LLC**

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EXAMINER

ARTICLES OF ORGANIZATION
OF
eLEARNING SYSTEMS, LLC

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: eLEARNING SYSTEMS, LLC.

ARTICLE II

Place of Business

The principal place of business and mailing address of this Company shall be 4023 Tampa Road, Suite 200, Oldsmar, FL 34677, and such other place or places as may be designated by the manager from time to time.

ARTICLE III

Registered Agent and Office

The initial registered agent for this Company shall be William B. Spottswood, Jr. and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE IV

Management of Business

The Company shall be manager-managed. The initial managers of the company are as follows:

Paul J. Simino
2818 Shipston Avenue
New Port Richey, Florida 34655

and

Robert A. Williams
137 W. York Court
Longwood, Florida 32779

Prepared By:

William B. Spottswood, Jr., Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 073171

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The undersigned has executed these Articles of Organization this 31st day of January, 2012.


WILLIAM B. SPOTTSWOOD, JR.,
Authorized Representative

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated this 31st day of January, 2012,


WILLIAM B. SPOTTSWOOD, JR.

#588088