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FLORIDA LIMITED LIABILITY CO.
EDUCA GROUP, LLC

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EXAMINER
2/3/2014

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ARTICLES OF ORGANIZATION
FOR A FLORIDA LIMITED LIABILITY COMPANY
EDUCA GROUP, LLC

ARTICLE I
NAME

THE NAME OF THE LIMITED LIABILITY COMPANY IS:

EDUCA GROUP, LLC

WITH ANY OTHER MUNICIPAL, COUNTY, STATE OR FEDERAL GOVERNMENT AGENCY OR CORPORATION CHARTERED UNDER THE LAWS OF THE UNITED STATES.

ARTICLE II

EDUCA GROUP, LLC IS BEING FORMED PURSUANT TO THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III
PURPOSE

THE PURPOSE FOR WHICH THE COMPANY IS ORGANIZED SHALL BE TO OPERATE, SUPERVISE, AND/OR MANAGE A CHILDREN'S EARLY EDUCATION FACILITY WITHIN THE STATE OF FLORIDA AND ENGAGE IN ANY LAWFUL ACTIVITY CONNECTED WITH THE COMPANY'S LAWFUL BUSINESS AS WELL AS ENGAGE IN ALL ACTIVITIES NECESSARY TO CARRY-OUT ITS PURPOSE.

ARTICLE IV
MANAGEMENT

THE BUSINESS AND AFFAIRS OF THE LIMITED LIABILITY COMPANY SHALL BE MANAGED BY ITS MANAGERS WHO SHALL HAVE FULL AND COMPLETED AUTHORITY, POWER AND DISCRETION TO MAKE ALL DECISIONS REGARDING ALL MATTERS AND PERFORM ALL ACTS OR ACTIVITIES CUDOMARY OR INCIDENT TO THE MANAGEMENT OF THE COMPANY'S BUSINESS. DECISIONS CONCERNING THE COMPANY'S OPERATIONS, MANAGEMENT, ETC., SHOULD BE TAKEN BY NO LESS THAN 75% OF THE MANAGING MEMBERS.

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ARTICLE V
MANAGEMENT
NUMBER, TENURE AND QUALIFICATIONS

THE NUMBER OF MANAGERS OF THE COMPANY SHALL BE FIXED FROM TIME TO TIME BY MAJORITY VOTE, BUT IN NO INSTANCE SHALL BE LESS THAN TWO (2) MANAGERS. THE COMPANY INITIALLY SHALL HAVE TWO (2) MANAGERS. EACH MANAGER SHALL HOLD OFFICE UNTIL HIS/HER SUCESSOR IS ELECTED AND QUALIFIED OR UNTIL HIS/HER EARLIER DEATH, RESIGNATION OR REMOVAL.

ARTICLE VI
MANAGER(S)

THE NAME AND ADDRESS OF THE LIMITED LIABILITY COMPANY'S INITIAL MANAGERS ARE:

FABIAN DE SOUSA, FOR:
FDSV INVESTMENT, LLC

2803 COCONUT AVENUE
MIAMI, FLORIDA 33133

CARLA DI CLEMENTE, FOR:
EARLY EDUCATION DEVELOPMENT CENTER, LLC 2365 NW 70 AVE., NO. C9
MIAMI, FLORIDA 33122

ARTICLE VII
MEMBERS AND RESPECTIVE INTERESTS

THE NAMES OF THE INITIAL MEMBERS OF EDUCA GROUP, LLC AND RESPECTIVE INTEREST ARE AS FOLLOWS:

<u>NAME</u>	<u>PERCENTAGE/INTEREST</u>
FDSV INVESTMENT, LLC	65%
EARLY EDUCATION DEVELOPMENT CENTER, LLC	35%

ARTICLE VIII
MEMBERS' INTEREST IN COMPANY

THE COMPANY SHALL HAVE THE POWER TO ISSUE CERTIFICATES OF MEMBERSHIP INTEREST REPRESENTING OWNERSHIP OF AN INTEREST IN THE COMPANY (CERTIFICATES). THE DENOMINATION OF EACH CERTIFICATE SHALL CORRESPOND TO THE AMOUNT OF CAPITAL CONTRIBUTED BY THE MEMBER TO THE COMPANY.

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THE CERTIFICATE SHALL BE TRANSFERABLE OR INTERCHANGEABLE ON PRESENTATION AT THE COMPANY'S OFFICE, PROPERLY ENDORSED AND ACCOMPANIED BY AN INSTRUMENT OF TRANSFER AND EXECUTED BY A MEMBER AND/OR HIS/HER AUTHORIZED ATTORNEY. THE COMPANY SHALL REPLACE ANY MUTILATED, STOLEN OR DESTROYED CERTIFICATE UPON PROPER IDENTIFICATION. ON A RETURN OF ALL OR ANY PORTION OF THE COMPANY CONTRIBUTED BY A MEMBER HOLDING A CERTIFICATE, THE MEMBER SHALL SURRENDER THE CERTIFICATE(S) FOR APPROPRIATE ADJUSTMENT PRIOR TO RECEIPT OF HIS/HER CAPITAL CONTRIBUTION.

ARTICLE IX
PRINCIPAL OFFICE

THE PRINCIPAL COMPANY'S ADDRESS SHALL BE:
2808 COCONUT AVENUE, MIAMI, FLORIDA 33133

ARTICLE X
TRANSFER OF MEMBER(S)' INTERESTS

AN INTEREST OF A MEMBER IN THE COMPANY MAY BE TRANSFERRED OR ASSIGNED BY (a) TRANSFERRING THE CERTIFICATE, IF CERTIFICATE(S) HAS BEEN ISSUED BY THE COMPANY, OR (b) BY ANY MANNER THAT SUFFICES TRANSFER PERSONAL PROPERTY UNDER APPLICABLE LAW. HOWEVER, IF ALL OF THE OTHER MEMBERS OF THE COMPANY, OTHER THAN THE MEMBER PROPOSING TO DISPOSE OF HIS/HER INTEREST AGREE TO PROPOSED TRANSFER OR ASSIGNMENT BY UNANIMOUS WRITTEN CONSENT TO THE TRANSFEREE MEMBER.

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ARTICLE XI
RIGHT OF FIRST REFUSAL

PRIOR TO ANY MEMBER OF THIS COMPANY SELLING, ASSIGNING, TRANSFERRING OR HYPOTHECATING ANY OR ALL OF HIS/HER INTEREST TO THIRD PARTIES, HE/SHE SHALL OFFER SAID CERTIFICATES OF MEMBERSHIP TO THEN EXISTING OTHER MEMBERS AND/OR MEMBERS AT LEAST THIRTY (30) DAYS PRIOR TO SUCH ACTION.

SAID OFFER SHALL BE IN WRITING, SENT TO EACH MEMBER VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED.

IN THE EVENT MEMBER(S) DECLINE SAID OFFER IN WRITING, THEN THE SELLING MEMBER MAY SELL/ASSIGN/TRANSFER THE CERTIFICATES WITHOUT WAITING FOR THE END OF THE MENTIONED THIRTY (30) DAY PERIOD.

SIMILARLY, SHOULD ANY MEMBER DECIDE TO ACQUIRE A SIMILAR BUSINESS ON HIS/HER OWN, HE/SHE SHALL GIVE NOTICE TO THEN EXISTING MEMBER(S) OF THIS COMPANY AND ALLOW HIM/HER/THEM THE OPPORTUNITY TO INVEST IN SUCH NEW BUSINESS ON THE SAME TERMS AND CONDITIONS CONTEMPLATED IN THE EXISTING COMPANY

ARTICLE XII
DISTRIBUTION OF NET INCOME

THE NET INCOME REALIZED BY THE COMPANY SHALL BE DISTRIBUTED ANNUALLY IN THE SAME PROPORTION AS INDIVIDUAL OWNERSHIP ANNOUNCED IN ARTICLE VII, TO WIT, BASED ON THE PERCENTAGE OF HIS/HER INVESTMENT, AS COMPUTED BY THE MANAGER(S) AND/OR MANAGING MEMBER(S) AND SHALL TAKE PLACE EVERY SIX (6) MONTHS, COMMENCING ON AUGUST 1, 2014 AND CONTINUING EVERY SIX (6) MONTHS THEREAFTER.

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ARTICLE XIII
DISSOLUTION AND LIQUIDATION

THE COMPANY SHALL BE DISSOLVED ON THE DEATH OF BOTH MEMBERS, RESIGNATION OR EXPULSION, BANKRUPTCY OF BOTH MEMBERS OR OTHER EVENT WHICH TERMINATES THE CONTINUED OPERATION OF THE COMPANY.

ARTICLE XIV
AMENDMENTS

THESE ARTICLES OF ORGANIZATION MAY BE AMENDED, ALTERED, ADDED TO, OR REPLACED, ONLY BY A 75% MAJORITY OWNERSHIP VOTE OF ITS MEMBERS AT A PROPERLY CONVENED MEETING.

ARTICLE XV
MEETINGS

1. ANNUAL MEETINGS: SHALL BE HELD ONCE EVERY TWO (2) MONTHS, ON THE FIRST DAY OF EACH MONTH FOR EACH FISCAL YEAR, IF NOT ON A LEGAL HOLIDAY; SHOULD IT FALL ON A LEGAL HOLIDAY IT SHALL BE HELD ON THE NEXT BUSINESS DAY.
2. SPECIAL MEETINGS: SHALL BE CALLED FOR ANY PURPOSE AND HELD WHEN CALLED BY A MANAGER OR WHEN REQUESTED, IN WRITING, BY THE HOLDERS OF NO LESS THAN 75% CONTRIBUTED CAPITAL OF THE COMPANY.
3. NOTICES OF ANY MEETING(S): NOTICES OF MEETINGS SHALL BE GIVEN TO ALL MEMBERS, NO FEWER THAN TEN (10), NOR MORE THAN SIXTY (60) DAYS STATING THE DATE, PLACE AND PURPOSE OF SUCH MEETING AND SHALL BE SENT TO EACH MEMBER VIA HAND DELIVERY OR BY FIRST CLASS MAIL.

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ARTICLE XVI
DISSOLUTION OF THE LLC COMPANY

IN THE EVENT THAT THE PROJECT CONSISTING OF STARTING A PRE-SCHOOL, EXECUTING A LEASE AGREEMENT FOR PHYSICAL PREMISES AS WELL AS ANY OTHER COMMITMENTS, INCLUDING ANY PERSONAL GUARANTEES, UNDERTAKEN BY BOTH SIGNATORY COMPANIES SHOULD FAIL THESE ARTICLES OF ORGANIZATION SHALL BE NULL AND VOID INCLUDING ANY PERSONAL GUARANTEES BY THE SIGNATORY COMPANIES.

ARTICLE XVII
REGISTERED AGENT

THE NAME AND ADDRESS OF THE COMPANY'S REGISTERED AGENT SHALL BE:

FABIAN DE SOUSA
2803 COCONUT AVENUE
MIAMI, FLORIDA 33133

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 AS PROVIDED FOR IN CHAPTER 605, F.S.



FABIAN DE SOUSA,
REGISTERED AGENT

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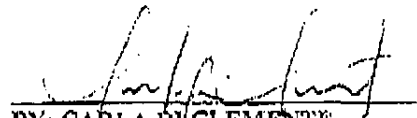
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ARTICLE XVIII
SIGNATURE

IN ACCORDANCE WITH SECTION 605.0203(1)b FLORIDA STATUTES THE
EXECUTION OF THIS DOCUMENT CONSTITUTES AFFIRMATION UNDER
THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE
TRUE. WE ARE AWARE THAT ANY 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.

DATED IN MIAMI, MIAMI-DADE COUNTY, FLORIDA ON THIS 31 DAY
OF JANUARY, 2014


BY: FABIAN DE SOUSA
FDSV INVESTMENT, LLC


BY: CARLA DI CLEMENTE
EARLY EDUCATION DEVELOPMENT
CENTER, LLC

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ALLIANCE, LLC

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