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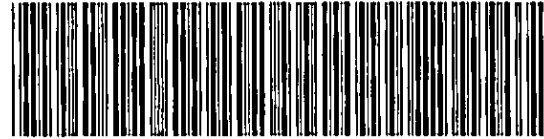
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COVER LETTER

**TO: New Filing Section
Division of Corporations**

SUBJECT: ILP Learning South Florida 3, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Samuel B. Silverman

Name of Person

ILP Learning South Florida 3, LLC

Firm/Company

3801 PGA Boulevard, Suite 902

Address

Palm Beach Gardens, FL 33410

City/State and Zip Code

samsilverman@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Samuel B. Silverman 561 775-7500
Name of Person at () Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION OF
ILP LEARNING SOUTH FLORIDA 3, LLC**

ARTICLE I

Name. The name of the Limited Liability Company ("Company") is ILP Learning South Florida 3, LLC, a Florida Limited Liability Company.

ARTICLE II

Address. The mailing and street address of the Company's principals and mailing office is 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, Florida 33410.

ARTICLE III

Registered Agent and Office. The name of the Company's initial registered agent in Florida is Thomas N. Silverman, Esq. The address of the Company's registered office in Florida is 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, Florida 33410.

ARTICLE IV

Members. The Company is owned by its Members. The initial Members and their respective ownership shares are as follows:

Samuel B. Silverman	1/3 Ownership
Michael Schoenfeld	1/3 Ownership
Timothy Y. Shih	1/3 Ownership

ARTICLE V

Management. The Company is to be managed by its Manager(s). The initial Manager(s) will serve until the first annual meeting of the Members. The initial Manager(s) are identified as follows:

Samuel B. Silverman
1485 Ashford Ave., 4C-N
San Juan, Puerto Rico 00907

Michael Schoenfeld
1485 Ashford Ave., 4C-N
San Juan, Puerto Rico 00907

Timothy Y. Shih
4836 Mansfield Street
San Diego, CA 92116

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ARTICLE VI

Admission of New Members. Members of the Company have the right to admit new Members. Additional Members may be admitted only on the unanimous written consent of the existing Members, and the existing Members shall determine the amount and nature of contributions by new Members at the time the new Members are admitted.

The undersigned has set his hand and seal on the day, month and year set forth below.



Samuel B. Silverman, Manager

Dated: January 20, 2018

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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for ILP Learning South Florida 3. LLC at 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, FL 33410, 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 608, Florida Statutes.

Dated: January 20, 2018



Thomas N. Silverman, Esq.
Registered Agent

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