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**FLORIDA LIMITED LIABILITY CO.
PHELPS EDUCATION WEST V, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

ARTICLES OF ORGANIZATION
OF
PHELPS EDUCATION WEST V, LLC

ARTICLE I - NAME

The name of this limited liability company is PHELPS EDUCATION WEST V, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE


The mailing address and street address of the initial principal office of the Company is 3300 University Boulevard, Suite 218, Winter Park, Florida 32792.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is James F. Heekin, Jr.

ARTICLE IV - MANAGEMENT

The Company is manager-managed for purposes of Section 605.0407, *Florida Statutes*, and other relevant provisions of Chapter 605, *Florida Statutes*, and the initial manager of the Company is Jonathan D. Phelps, whose address is 3300 University Boulevard, Suite 218, Winter Park, Florida 32792.



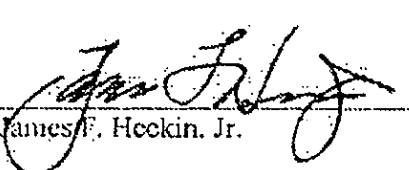
Signature of a Member or an Authorized
Representative of a Member

James F. Heekin, Jr.

Typed or Printed Name of Signer

ACCEPTANCE OF REGISTERED AGENT

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, *Florida Statutes*.



James F. Heekin, Jr.