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Florida Department of State
Division of Corporations
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**FLORIDA LIMITED LIABILITY CO.
MFT SMD, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$160.00

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ARTICLES OF ORGANIZATION**OF****MFT SMD, LLC**

The undersigned, acting as the organizer and authorized representative of MFT SMD, LLC, under the Florida Revised Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I – Name:

The name of the limited liability company is: MFT SMD, LLC (the “Company”).

ARTICLE II – Address:

The mailing address and street address of the principal office of the limited liability company is: 1437 Amaryllis Circle, Orlando, FL 32825.

ARTICLE III – Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the operating agreement of the Company in effect from time to time (the “Operating Agreement”).

ARTICLE IV – Management and Officers:

The Company is to be managed by managers. The name and address of the individual serving as the initial manager of the Company until the first meeting of the members, or until his or her successor is elected or appointed and qualified, is:

Name: My Favorite Teacher Holdings, LLC Address: 1437 Amaryllis Circle, Orlando, FL 32825

All managers shall be removed, and all future managers shall be elected or appointed, in the manner prescribed by the Operating Agreement.

The name and address of the individuals serving as the initial officers of the Company until the first meeting of the members, or until his or her successor is elected or appointed and qualified, are:

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Name: Nicole T. Thomas

Title: Chief Executive Officer

Name: Himanshu Ahuja

Title: Vice President

ARTICLE V – Admission of Members:

The Company shall admit members only in the manner prescribed by the Operating Agreement

ARTICLE VI – Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement, which may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 605, Fla. Stat.

ARTICLE VII – Initial Registered Agent and Office:

The initial registered agent for the Company is: Nicole T. Thomas, and the street address of the Company's initial registered office is: 1437 Amaryllis Circle, Orlando, FL 32825.

ARTICLE VIII – Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in the manner prescribed by the Operating Agreement.

ARTICLE IX – Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors, and assigns of such individual or entity) who was, or is, made a party to, or is involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a member or manager of the Company (each, an "Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, each Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, or under any provision of these Articles of Organization, the Operating Agreement, or any other agreement, vote of members, or otherwise. Any repeal or

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amendment of this Article shall not adversely affect any right or protection of a member, manager, or officer existing at the time of such repeal or amendment.

ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

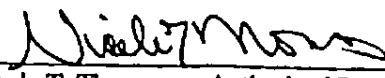
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IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization to be effective on the date of their filing with the Florida Secretary of State.

By: 
Nicole T. Thomas, as Authorized Representative

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ALL AMENDED ARTICLES
FILED

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SIGNATURE PAGE TO ARTICLES OF ORGANIZATION

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: MFT SMD, LLC.
2. The name and address of the registered agent and office is:

Nicole T. Thomas
1437 Amaryllis Circle, Orlando, FL 32825

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.

By: 

Nicole T. Thomas

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CLERK OF COURT
STATE OF FLORIDA

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