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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR -4 PM 12:06

TRANSMITTAL LETTER

FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900002427229--7
-02/11/98--01016--001
***293.75 ***293.75

SUBJECT: The Computer People / Instructional Presentations, L.C.

Enclosed is an original and one (1) copy of Company Operating Agreement.

From: Karl A. Schmidt
P. O. Box 56721
Jacksonville, FL 32241-6721
(904) 633-8349

298-3734

Name	KWM
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifyer	KWM
Acknowledgement	KWM
W. P. Verifyer	KWM

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR -4 PM 12:06

March 2, 1998

Department of State
Division of Corporations
Attn: Kenny Manning
PO Box 6327
Tallahassee, FL 32314

Subject: THE COMPUTER PEOPLE / INSTRUCTIONAL PRESENTATIONS, L.C.

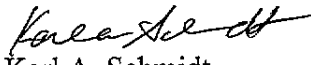
Ref. Number: W98000003734

Dear Kenny Manning:

In accordance with your letter, number 898A00009585, please find an original and one copy of our company's Articles of Organization, and the Certificate of Designation of Registered Agent/Registered Office.

You have previously received check #4762 in amount \$293.75. This paid for the Articles of Organization filing fee of \$250, the Designation of Registered Agent fee of \$35, and the Certificate of Status fee of \$8.75.

From:


Karl A. Schmidt
PO Box 56721
Jacksonville, FL 32241-6721
(904) 262-2475

34



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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1998

KARL A. SCHMIDT
P. O. BOX 56721
JACKSONVILLE, FL 32241-6721

SUBJECT: THE COMPUTER PEOPLE/INSTRUCTIONAL PRESENTATION,
L.C.
Ref. Number: W98000003734

We have received your document for THE COMPUTER PEOPLE/INSTRUCTIONAL PRESENTATION, L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 898A00009585

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE 1 - NAME

The name of the Limited Liability Company is: The Computer People/Instructional Presentations, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited Liability Company is: Mailing address: PO Box 56721, Jacksonville, FL 32241-6721. The street address of the principal office is 4438 Tyne Court, Jacksonville, FL 32257-1292.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company is: 30 years, or until January 28, 2028.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Karl A. Schmidt, 4438 Tyne Court, Jacksonville, FL 32257

Cheryl A. Schmidt, 4438 Tyne Court, Jacksonville, FL 32257

Ernest M. Friend, 443 Selva Lakes Circle, Atlantic Beach, FL 32233

Timara E. Friend, 443 Selva Lakes Circle, Atlantic Beach, FL 32233

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ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted at any time upon the unanimous consent of all the members.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on 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 in the limited liability company shall be: the remaining members shall have the right to continue the business upon the unanimous consent of the remaining members. Upon the first occurrence of any of the following events, a person shall cease to be a member of the company:

- a) The bankruptcy of a member with a unanimous vote of the remaining membership.
- b) The death or court-ordered adjudication of incapacity of the member.
- c) The withdrawal of a member with the consent of a unanimous vote of the remaining membership after such member has provided six (6) months written notice.
- d) The dissolution and winding up of a member.
- e) The complete liquidation of an estate's interest in the Company.
- f) The expulsion of the member with the unanimous consent of the remaining membership.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member of The Computer People/Instructional Presentations, L.C., certifies:

- 1) the above name limited liability company has at least two members;

- 2) the total amount of cash contributed by the members is: \$ 4,000.00
- 3) if any, the agreed value of property other than cash contributed by members is: \$ 0
- 4) the total amount of cash and property contributed and anticipated to be contributed by the members is (this total includes amounts from 2 and 3 above): \$ 9,900.00

Karl A. Schmidt 3/2/98
Signature of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

KARL A. Schmidt
Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: THE COMPUTER PEOPLE/
INSTRUCTIONAL PRESENTATIONS, L.C.

2. The name and address of the registered agent and office is:

KARL A. SCHMIDT

(NAME)

4438 TYNE COURT

(P. O. Box NOT ACCEPTABLE)

JACKSONVILLE, FL 32257-1292

(CITY/STATE/ZIP)

*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.*

Karl A. Schmidt

(SIGNATURE)

3/2/98
JAN 29 1998

(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent