



THE UNITED STATES
CORPORATION
COMPANY

L98000000419

ACCOUNT NO. : 072100000032

REFERENCE : 766237 4723084

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR -2 PM 1:52

ORDER DATE : April 2, 1998

ORDER TIME : 10:49 AM

ORDER NO. : 766237-005

CUSTOMER NO: 4723084

CUSTOMER: J. Bruce Irving, Esq
BAILEY & JONES, P.A.

Suite 300
501 Brickell Key Drive
Miami, FL 331312623

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-04/02/98-01067-011
*****285.00 *****285.00

DOMESTIC FILING

NAME: THE THIRD MILLENNIUM SCHOOL,
L.C.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY COMPANY.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED
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4/2/98

ARTICLES OF ORGANIZATION

OF

THE THIRD MILLENNIUM SCHOOL, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes the following Articles of Organization:

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1. Name

The name of the limited liability company is:

THE THIRD MILLENNIUM SCHOOL, L.C.

2. Principal Office

The mailing address and the street address of the principal office of the limited liability company is:

601 Brickell Key Drive
Suite 404
Miami, Florida 33131

3. Duration

The duration of the limited liability company shall be perpetual unless the limited liability company is earlier dissolved as provided in these Articles of Organization or in the Florida Limited Liability Act.

4. Management

The limited liability company is to be managed by a manager or managers, and the name and address of the person who is to serve as the initial manager is:

Arturo Delgado Pastorino
601 Brickell Key Drive
Suite 404
Miami, Florida 33131

5. Admission of Additional Members

No additional members shall be admitted to the limited liability company except upon the affirmative majority vote of the members (with each member's vote weighted in proportion to the member's relative capital account) and on such terms and conditions as shall be so determined by the members.

6. Termination of Existence

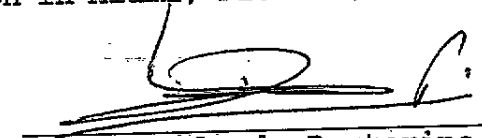
The limited liability company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or on the occurrence of any other event which terminates the continued membership of a member in the limited liability company, unless, by affirmative majority vote (with each member's vote weighted in proportion to the member's capital account), the remaining members of the limited liability company elect to continue the business of the limited liability company.

7. Registered Agent

The name and street address of the initial registered agent and the address of the initial registered office of the limited liability company in the State of Florida is:

J. Bruce Irving
501 Brickell Key Drive
Suite 300
Miami, Florida 33131

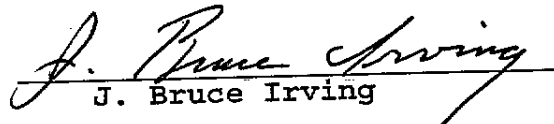
IN WITNESS WHEREOF, the undersigned authorized representative of a member of the limited liability company has made and subscribed these Articles of Organization in Miami, Florida, on the 1st of April, 1998.


Arturo Delgado Pastorino
Authorized Representative

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 that 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.

Dated: April 1, 1998


J. Bruce Irving

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned authorized representative of a member of The Third Millennium School, L.C. deposes and says:

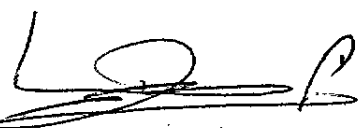
1. The above-named limited liability company has at least two (2) members.

2. The total amount of cash contributed by the members is one thousand dollars (\$1,000.00).

3. No property other than cash has been contributed by the members.

4. The total amount of cash and property anticipated to be contributed by the members is one thousand dollars (\$1,000.00).

Dated: April 1, 1998



Arturo Delgado Pastorino
Authorized Representative 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.)