

BARNES & THORNBURG

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May 18, 1998

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

**SUBJECT: School Source, L.C.**

300002536539--7  
-05/27/98--01052--001  
\*\*\*\*293.75 \*\*\*\*293.75

Dear Sir or Madam:

Enclosed please find the documentation, one original and one copy, for the organization of School Source, L.C.:

- 1) Articles of Organization;
- 2) Affidavit of Membership and Contributions; and
- 3) Certificate of Designation of Registered Agent/Registered Office.

Enclosed please also find a check in the amount \$293.75, representing the payment of:

- 1) filing fee for the Articles of Organization and Affidavit (\$250.00);
- 2) filing fee for the Certificate of Designation of Registered Agent/Registered Office (\$35.00); and
- 3) a Certificate of Status (\$8.75).

L98-690

Name	CR
Availability	CR
Document Examiner	CR
Updater	CR
Updater Verifier	CR
Acknowledgement	CR
W. P. Verifier	CR

Very truly yours,

Thomas Y. Man

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98 MAY 27 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

INDS01 TYM 259526

**ARTICLES OF ORGANIZATION  
OF  
SCHOOL SOURCE, L.C.**

The undersigned member, desiring to form a limited liability company (hereinafter referred to as the "Company") pursuant to the provisions of the Florida Limited Liability Company Act (such act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Organization.

**ARTICLE I. NAME**

The name of the Company is School Source, L.C.

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the Company is: 975 6th Avenue South, Suite 104, Naples, Florida 34102.

**ARTICLE III. DURATION**

The duration of the Company is perpetual until dissolution in accordance with the Company's Operating Agreement or the Act.

**ARTICLE IV. MANAGEMENT**

The business and affairs of the Company shall be managed by one Manager, and Larry B. Gildersleeve, 975 6th Avenue South, Suite 104, Naples, Florida 34102 shall serve as that Manager until the first annual meeting of the members and until his successor has been chosen and has qualified.


**ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS**

The members of the Company shall have the right to admit additional members to the Company upon the recommendation of the Manager and the affirmative vote of a majority in interest of the members. The additional members shall be admitted upon such terms and conditions as shall be approved by a majority in interest of the members.

**ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS**

Upon the recommendation of the Manager and by a majority in interest vote, the remaining members of the Company have the right 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 Company.

IN WITNESS WHEREOF, the undersigned member executes these Articles of Organization of the Company and certifies to the truth of the facts herein stated this 13<sup>th</sup> day of May, 1998.

  
Larry B. Gildersleeve, Member

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of SCHOOL SOURCE, L.C. deposes and states:

- 1) The above named limited liability company has at least two members;
- 2) The total amount of cash contributed by the members is Ten Thousand Dollars (\$10,000);
- 3) The amount of cash or property anticipated to be contributed by members is Ten Thousand Dollars (\$10,000).

  
Larry B. Gildersleeve, Member

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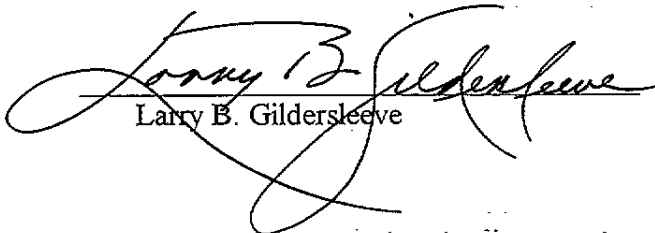
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of § 608.415, 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 SCHOOL SOURCE, L.C.
2. The name and address of the registered agent and office are:

Larry B. Gildersleeve  
975 6th Avenue South, Suite 104  
Naples, Florida 34102

*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.*

  
Larry B. Gildersleeve

May 13, 1998

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TALLAHASSEE, FLORIDA