



**THE UNITED STATES
CORPORATION
COMPANY**

L99000000/311

ACCOUNT NO. : 072100000032

REFERENCE : 121502 7148105

AUTHORIZATION: *Pat. [Signature]*

COST LIMIT : \$ 285.000 *000*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR - 9 PM 1:06

ORDER DATE : February 2, 1999

ORDER TIME : 3:43 PM

ORDER NO. : 121502-005

CUSTOMER NO: 7148105

CUSTOMER: Mr. Louis Taubman
KOGAN & TAUBMAN, L.L.C.
KOGAN & TAUBMAN, L.L.C.
39 Broadway, Suite 2704

600002799566-5

New York, NY 10006

DOMESTIC FILING

NAME: MHE PROJIX, LLC

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Under Review	<i>[Signature]</i>
Approved	<i>[Signature]</i>
W. P. Verlyer	<i>[Signature]</i>

L99-1311

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

MHE PROJIX, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1862 Mintwood Place Northwest, Suite 104, Washington, D.C., 20009-1947.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: 50 YEARS

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

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

Member: David Simonett	1845 Mintwood Place Northwest,
Managing Member	Suite 104
	Washington, D.C. 20009-1947
Mark Elonowitz	15245 Shady Grove Road, Suite 200
Managing Member	Washington, D.C. 20850

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Louis Taubman Managing Member	39 Broadway, Suite 2704 New York, New York 10006
Projix Corporation Member	1845 Mintwood Place Northwest Suite 104 Washington, D.C. 20009-1947 TIN-52-2014717
MHE, Inc. Member	15245 Shady Grove Road, Suite 400 Rockville, Maryland 20850 TIN-52-1982756
KT Ventures, LLC Member	39 Broadway, Suite 2704 New York, New York 10006
Bostic Consulting, Inc. Member	192 Lawton Road Riverside, Illinois 60546 TIN-36-4169973
BQL, LLC Member	15245 Shady Grove Road, Suite 400 Rockville, Maryland 20850 TIN-TBD

The undersigned authorized representative of a member of
MHE PROJIX, LLC hereby executes these articles of
organization on this 9th Day of March 1999.

CORPORATION SERVICE COMPANY



BY: Karen B. Rozar
as its agent as authorized
representative of MHE PROJIX,
LLC

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
It's Agent, Karen B. Rozar

Dated: March 9, 1999

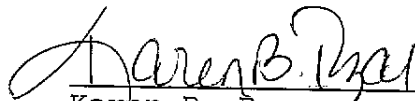
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MHE PROJIX, LLC deposes and says:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the member(s) is 100.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0:
- 4) the amount of cash or property anticipated to be contributed by member(s) is 100.00:
- 5) the total amount of 2, 3, and 4 is: 200.00



Karen B. Rozar as agent for Corporation
Service Company in its capacity as authorized
representative of a member of MHE PROJIX, LLC

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of MHE PROJIX, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
1st day of March, 1999.

Margot Gill
WITNESS

Margot Gill
TYPED OR PRINTED NAME

Melanie Panzone
WITNESS

Melanie Panzone
TYPED OR PRINTED NAME

Louis Taubman
SIGNATURE

Louis Taubman
TYPED OR PRINTED NAME

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