

L99000002245



ACCOUNT NO. : 072100000032

REFERENCE : 204142 7181944

AUTHORIZATION :

*Patricia Pijoto*

COST LIMIT : \$ 285.00

ORDER DATE : April 13, 1999

ORDER TIME : 3:38 PM

ORDER NO. : 204142-005

300002845583--7

CUSTOMER NO: 7181944

CUSTOMER: Mr. Christopher R. Griffin  
MR. CHRISTOPHER R. GRIFFIN  
MR. CHRISTOPHER R. GRIFFIN  
Suite 213  
1604 Columbia Arms Circle  
Kissimmee, FL 34741

DOMESTIC FILING

NAME: EXPANDED LEARNING.NET LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<i>4/21/99</i>	CERTIFIED COPY
Availability	<i>XX</i>	PLAIN STAMPED COPY
	<i>900</i>	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON:	Jeanine Reynolds
Updater	DCC	
Updater Verifier	DCC	
Approval	DCC	
Verifier	DCC	

EXAMINER'S INITIALS:

L99000002245

FILED  
99 APR 20 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 APR 20 PM 4:40  
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

EXPANDED LEARNING.NET LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1604 Columbia Arms Circle, Suite #213, Kissimmee, Florida 34741.

ARTICLE III. DURATION

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

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 the members and the name and addresses of the managing members are:

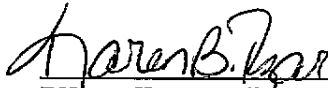
Members: Christopher R. Griffin 1604 Columbia Arms Circle,  
Suite #213  
Kissimmee, Florida 34741

Eva Torres-Griffin same

FILED  
99 APR 20 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned authorized representative of a member of  
EXPANDED LEARNING.NET LLC hereby executes these articles of  
organization on this 20th day of April 1999.

CORPORATION SERVICE COMPANY



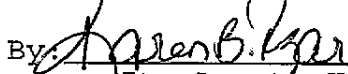
BY: Karen B. Rozar  
as its agent as authorized  
representative of  
EXPANDED LEARNING.NET LLC

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: 

Its Agent, Karen B. Rozar

Dated: April 20, 1999

FILED

99 APR 20 PM 4:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

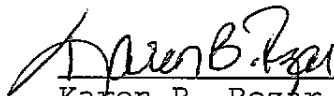
The undersigned member or authorized representative of a member of EXPANDED LEARNING.NET LLC deposes and says:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the member(s) is \$5,000.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$15,350.00:
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$25,000.00:
- 5) the total amount of 2, 3, and 4 is: \$45,350.00.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR 20 PM 4:50

FILED



Karen B. Rozar as agent for Corporation Service Company in its capacity as authorized representative of a member of EXPANDED LEARNING.NET LLC

JKG

## Inventory Value Summary Report

04/15/99

<u>Category</u>	<u>Description</u>	<u>Replace Cost</u>
Furnishings		
	Desk	\$800
	Misc Office	\$300
		<hr/>
Total Furnishings		\$1,100
Office Equipment		
	Computer CPU (DEC)	\$3,000
	Computer CPU (Gat...	\$6,000
	Computer software	\$2,000
	Copier	\$800
	Fax	\$300
	Multimedia/Video	\$2,150
		<hr/>
Total Office Equipment		\$14,250
Grand Total		\$15,350

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 EXPANDED LEARNING, NET (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 this 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 15<sup>th</sup> day of April, 1999.

Eva Torres  
Witness  
EVA TORRES  
Typed or Printed Name

Dan Griffin  
Witness  
DAN GRIFFIN  
Typed or Printed Name

Christopher R. Griffin  
Signature  
Christopher R. Griffin  
Typed or Printed Name  
(Principal)