

Division of Corporations

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## Electronic Filing Cover Sheet

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Attention: Michelle

LIMITED LIABILITY COMPANY

WILLOUGHBY, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$337.50



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 22, 1999

MARK J. SCHEER, ESQ.  
GUNSTER, YOAKLEY, VALDES-FAULI ET AL  
2 SOUTH BISCAYNE BLVD.  
MIAMI, FL 33131

SUBJECT: WILLOUGHEY, LLC  
REF: W99000009572

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

FAX Aud. #: H99000009320  
Letter Number: 599A00021200

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

FAX AUDIT NO.: H99000009320

ARTICLES OF ORGANIZATION  
OF  
WILLOUGHBY, LLC

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I  
Name

The name of the limited liability company is WILLOUGHBY, LLC.

Article II  
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III  
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131  
Tel: (305) 376-6040

Florida Bar No.: 0710430

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Article IV  
Initial Registered Office and Agent

The street address of the initial registered office of this Company is One Biscayne Tower - Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V  
Share Certificates

Each Member's interest in the Company shall be evidenced by a membership or share certificate. The amount of capital which the initial Member has contributed as initial capital contribution is Five Hundred (\$500.00) Dollars. Additional capital contributions may be received and additional shares issued at such times and in such amounts as may be determined and allowed as provided in the Operating Agreement.

Article VI  
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Operating Agreement of the Company.

Article VII  
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Operating Agreement.

Article VIII  
Management

- (a) Number. This company shall initially be managed by one (1) or more Members.
- (b) Initial Member. The name and street address of the initial member of the company are:

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Name  
 ENGLISH PROGRAM  
 ALCALA CORPORATION

Street Address  
 c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
 2 South Biscayne Boulevard, Suite 3400  
 Miami, Florida 33131

Article XI  
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial member has executed these Articles of Organization the 20th day of April, 1999.

  
 MARK J. SCHEER, Authorized Representative

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STATE OF FLORIDA )  
 ) SS.:  
 COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 20th day of April, 1999, by MARK J. SCHEER, who is personally known to me and who did not take an oath.

  
 Notary Public, State of Florida at Large

My Commission Expires:



ASTRID BUTTARI  
 COMMISSION # CC 660883  
 EXPIRES JUL 1, 2001  
 BONDED THRU  
 ATLANTIC BONDING CO., INC

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By

  
Mark J. Scheer, Esq., Vice President

Dated: April 20, 1999

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**AFFIDAVIT**

STATE OF FLORIDA                    )  
  :SS  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public, personally appeared MARK J. SCHEER ("Affiant"), on behalf of the Members of WILLOUGHBY, LLC, a limited liability company ("WILLOUGHBY"), who, deposes and states that :

1. WILLOUGHBY has at least one member.
2. The total initial capital contribution ~~and anticipated capital~~ of the initial member of WILLOUGHBY is Five Hundred (\$500.00) Dollars.
3. In addition to the cash contribution stated in No. 2 above, it is anticipated that the Members shall contribute to WILLOUGHBY their membership interest in Willbur Factory LLC, a Florida limited liability company. The agreed value of such contribution, for purposes hereof, shall be Fifty Thousand Dollars (\$50,000.00).

FURTHER AFFIANT SAYETH NAUGHT.

  
MARK J. SCHEER, Authorized Representative

The foregoing instrument was acknowledged before me this 22th day of April, 1999, by MARK J. SCHEER, who is personally known to me and who did not take an oath.

  
Notary Public, State of Florida at Large

My Commission Expires :



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