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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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LIMITED LIABILITY COMPANY

Harcourt Technologies LLC

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Thanks,
Jennifer

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Harcourt Technologies LLC

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
Harcourt Technologies LLC
1220 North Market Street, Suite 606
Wilmington DE 19801

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-441-5940

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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of a majority of the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the managers. The name and address of each manager is:

STERLING MANAGERS LIMITED

P.O. Box 362 Road Town Tortola, BVI

MANHATTAN MANAGEMENT COMPANY LIMITED

The Hallmark Building, Suite 227 Old Airport Road, The Valley Anguilla, BVI

Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-441-5940

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Article X. Company Existence

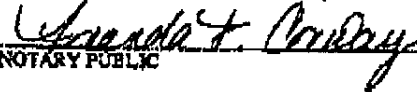
The Company's existence shall begin effective as of June 23, 1999,



AUTHORIZED REPRESENTATIVE OF A MEMBER:
Janet M. Caruccio

Date: June 23, 1999

SWORN TO AND SUBSCRIBED before me, a notary public for the State of Delaware,
this 23rd day of June, 19 99.



NOTARY PUBLIC

AMANDA P. CONWAY
NOTARY PUBLIC-DELAWARE
My Commission Expires April 28, 2001

Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-441-8940

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

Harcourt Technologies LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.

941 Fourth Street #200

Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Enterprises Inc.

Luis A. Uriarte, President

Date: June 23, 1999

SWORN TO AND SUBSCRIBED before me, a notary public for the State of Florida,
this 23 day of June, 19 99.



NOTARY PUBLIC

**Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-441-5940**



**GREG K. KURODA
COMMISSION # CC 716127
EXPIRES FEB 12, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.**

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:
Harcourt Technologies LLC

The undersigned deposes and says:

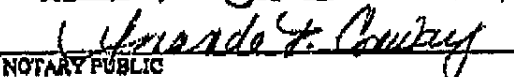
1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000.00 or less.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
Janet M. Caruccio

Date: June 23, 1999

SWORN TO AND SUBSCRIBED before me, a notary public for the State of Delaware,
this 23rd day of June, 19 99.



NOTARY PUBLIC

Registered Agents Ltd.
1220 North Market Street, Suite 608
Wilmington DE 19801
800-441-5940

AMANDA P. CONWAY
NOTARY PUBLIC-DELAWARE
My Commission Expires April 28, 2001

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