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LIMITED LIABILITY COMPANY
LEARNING PAYS.COM, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 28, 1999

AKERMAN, SENTERFITT & EIDSON, P.A.
ANGELICA M. CALABRESE

SUBJECT: LEARNING PAYS.COM, LLC
REF: W99000017428

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

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Michelle Hodges
Document Specialist

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Fax Audit No.H99000018562 1

**ARTICLES OF ORGANIZATION OF
LEARNING PAYS.COM, LLC**
a Florida Limited Liability Company

ARTICLE I
NAME

The name of the limited liability company is LEARNING PAYS.COM, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the limited liability company is 8350 NW 52nd Terrace, Miami, Florida 33166.

ARTICLE III
DURATION

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV
MANAGEMENT

The limited liability company is to be managed by one or more managers, to be appointed by the members of the Company, in the manner to be agreed upon by the members. The initial sole Manager of the limited liability company and his address is listed below:

Mark F. Thummaig
4308 NE 22nd Avenue
Fort Lauderdale, FL 33308

The foregoing person is to serve as the Manager of the limited liability company until a successor is elected and qualified.

Prepared by:
Scott A. Wasserman, Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 0990825

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ARTICLE V
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may 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 limited liability company.

ARTICLE VI
BUSINESS

The limited liability company may engage in any lawful activity or transactions.

ARTICLE VII
ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of the Managers.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the limited liability company's initial registered agent is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the limited liability company's initial registered agent at that office is American Information Services, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27 day of July, 1999.



MARK F. THIMMIG

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of LEARNING PAYS.COM, LLC, a Florida limited liability company (the "Company"), in the Company's articles of organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27th day of July, 1999.

AMERICAN INFORMATION SERVICES, INC.

By:


Angelica M. Calabrese, Vice President

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**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS**

The undersigned member of LEARNING PAYS.COM, LLC, deposes and says:

1. LEARNING PAYS.COM, LLC, has one member.
2. The total amount of cash contributed by the member is \$1,000.
3. The agreed value of the property other than cash contributed by the member is \$99,000. (A description of the property is attached and made a part hereto.)
4. The amount of cash or property anticipated to be contributed by the member is \$0.
5. The total amounts of 2, 3 and 4 is \$100,000.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.


MARK F. THIMMIG

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Learning Pays.com,L.L.C.**Mark F. Thimmig - Initial Capital Contribution - July, 1999**

Description		Amount
Cash		\$1,000.00
Equipment		
IBM Computer, software	\$3,000.00	
Compaq Computer	\$1,300.00	
Hewlett Packard Fax/Printer	\$700.00	
Hewlett Packard Scanner	\$600.00	
Software	\$700.00	
General Office equipment/stationary	\$800.00	
Xerox Copy machine	\$1,000.00	
Total Equipment		<u>\$8,100.00</u>
Furniture & Fixture		
Executive Office Desk-wood	\$2,000.00	
Office Chair	\$100.00	
File Cabinets (2)	\$800.00	
Portable Work Table	\$250.00	
Total Furniture		<u>\$3,150.00</u>
Domain Name		
Learning Pays.com	\$50,000.00	
Total Domain Names		<u>\$50,000.00</u>
Web Site Design and Development		
Learning Pays.com Business Case Site	\$37,750.00	
		<u>\$37,750.00</u>
TOTAL		<u>\$100,000.00</u>