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ATTORNEYS AT LAW

REPLY TO:

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OF COUNSEL
DAVID B. ERWIN
A.J. JIM SPALLA

18 October 1999

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FILING REQUEST

Florida Secretary of State
Division of Corporations

800003017578--2
-10/19/99--01001--026
****130.00 ****130.00

RE: Learning Excellence at Resource Network, LLC

Dear Sir or Madam:

Included with these Articles of Incorporation for Learning Excellence at Resource Network, LLC for your filing is a check in the amount of \$130.00 which check includes:

\$100	Filing Fee for LLC
\$ 25	Registered Agent Fee for LLC
<u>\$ 5</u>	Certificate of Status Request.

MJH

Total \$ 130.00

When ready, please send the Certificate of Status to the Tallahassee Firm address as indicated above or call 222-7206 and we will send a runner to pick it up.

Thanks for your assistance.

Sincerely,



Timothy S. Franklin, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 AM 8:51

ARTICLES OF ORGANIZATION

of

“Learning Excellence at Resource Network, LLC”

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 AM 8:51

The undersigned, acting as the duly Authorized Representative of a Member as identified in the Operating Agreement pursuant to section 608.402(3), Florida Statutes (1997), as amended by chapter 99-315, Laws of Florida (1999), desiring to form a Limited Liability Company under and pursuant to the Florida Limited Liability Company Act (“Act”), does hereby certify as follows:

- I. **NAME.** The name of the limited liability company formed pursuant hereto shall be at all times the **Learning Excellence at Resource Network, LLC** (“Company”).
- II. **PURPOSE AND POWERS.** The Company shall be organized for the purpose of conducting any lawful business including those that aid governmental policy, and shall have the same powers as an individual to do all things necessary or convenient to carry out the Company’s purpose, business and affairs.
- III. **DURATION.** The Company’s term shall commence as of the filing of these Articles with the Secretary of State of Florida and shall be perpetual unless dissolved sooner upon the happening of any mandatory dissolution event as according to the Act or Operating Agreement of the Company.
- IV. **ADDRESS.** The business of the Company shall be principally conducted at, and all correspondence shall be directed to:

Learning Excellence at Resource Network, LLC
1804 Riverview Drive
Melbourne, Florida 32901

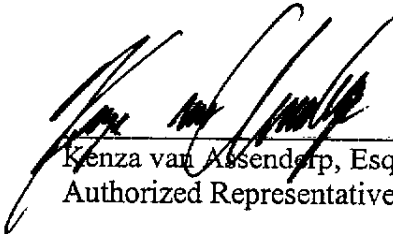
- V. **AGENT.** The Registered Agent of the Company shall be: Kenza van Assenderp, whose street address is 225 South Adams Street - Suite 200, Tallahassee, Florida 32302-1833 as according to the “Certificate of Designation of Registered Agent/Office” of the Company, which is attached hereto and made a part hereof by reference.

VI. ADDITIONAL MEMBERS. Additional Members may be admitted as according to the Operating Agreement; and, where applicable, only when the sale, transfer or other disposition of all or any part of a Membership interest:

- (1) would not result in the termination of the Company under the Act or within the meaning of section 708 of the Internal Revenue Code of 1986 as amended;
- (2) would be exempt from the registration requirements of the applicable state and federal securities laws as determined to the satisfaction of the Manager; and
- (3) after any information reasonably required to execute the sale, transfer, or other disposition is provided to the Manager.

VII. MANAGEMENT. Management of the Company shall be delegated to a Manager who shall be appointed pursuant to the Act and Company Operating Agreement. No Member not a Manager has any inherent express, implied or apparent authority to bind the Company and Members may only take such actions or make such decisions as may be expressly authorized by the Operating Agreement or pursuant to a certificate of authority or agency executed by the Manager. Any acts, promises or assurances or the like given by a Member not in accordance with these Articles are null and void ab initio and should not be relied upon by another Member, the Manager, or third party as the case may be.

IN WITNESS WHEREOF, and certifying knowledge of, and compliance with, section 608.408, Florida Statutes, as amended by chapter 99-315, Laws of Florida (1999), and certifying that the Company has at least one Member, I hereunto subscribe my name to these Articles of Organization of Learning Excellence at Resource Network this 18 day of October, 1999.



Kenza van Assendorp, Esq.
Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

of

**“Learning Excellence at
Resource Network, LLC”**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES (1997), THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

“Learning Excellence at Resource Network, LLC

2. The name and the Florida street address of the registered agent are:

**Kenza van Assenderp, Esq.
C/O: Young, van Assenderp, Varnadoe & Anderson, P.A.
225 South Adams Street, Suite 200
Tallahassee, Florida 32302-1833**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Kenza van Assenderp, Esq.