

ARTICLES OF ORGANIZATION

of

SPANISH FOR YOUNG LEARNERS, L.L.C.

(an Alabama Limited Liability Company)

August 10, 2003

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ARTICLES OF ORGANIZATION

of

SPANISH FOR YOUNG LEARNERS, L.L.C.

(an Alabama Limited Liability Company)

Pursuant to the Alabama Limited Liability Company Act (the "Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company (the "Company") is: SPANISH FOR YOUNG LEARNERS, L.L.C."

ARTICLE II

DURATION

The period of duration of the Company shall be from the date of the recording of these articles with the Montgomery County Judge of Probate until fifty years from the said date of recording, unless earlier terminated by agreement of the members or by operation of law.

ARTICLE III

PURPOSES

The Company's purpose is to provide tutoring and small group lessons in foreign language to public and private school students. In extension and not in limitation of the purposes specifically enumerated, the Company is authorized and empowered to engage in any lawful business in which limited liability companies may engage under the Act.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Company is 2315 Buckingham Place, Helena, Alabama 35080. The name of the initial registered agent for the company is Whitney Pruitt.

ARTICLE V

INITIAL MEMBERS

The names and mailing addresses of the initial members of the Company are:

***Whitney Pruitt
2315 Buckingham Place
Helena, Alabama 35080***

***Scott Pruitt
2315 Buckingham Place
Helena, Alabama 35080***

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as an additional member without the unanimous consent of the members.

ARTICLE VII

CONTINUATION OF BUSINESS

Upon the occurrence of an event of dissociation which terminates the continued membership of a member, the remaining members may continue the legal existence and business of the Company if (i) there are at least two remaining members or a new member is admitted, and (ii) all of the members consent in writing to the continuation of the business within 90 days after the occurrence of the event of dissociation.

ARTICLE VIII

MANAGEMENT

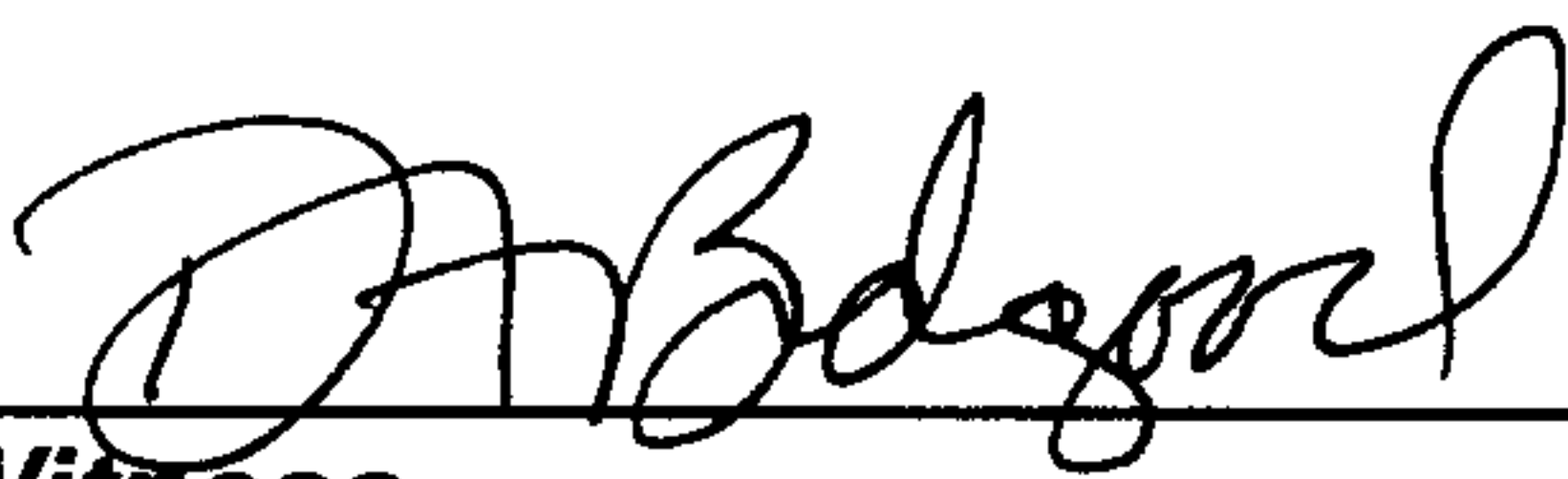
The Company shall be managed by the managing member, Whitney Pruitt.

ARTICLE IX

Any amendment to these Articles of Organization shall require approval of all the members.

EXECUTION AND DATE


These Articles of Organization are executed by and on behalf of the initial members on this the 10th day of August 2003.



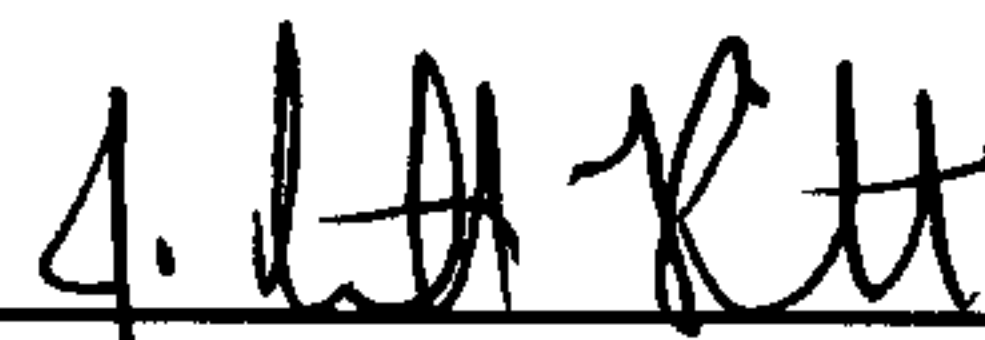
Witness



Whitney Pruitt



Witness



Scott Pruitt

**This Instrument Prepared by:
David A. Bedgood
Attorney at Law
P.O. Box 59543
Birmingham, Alabama 35259**