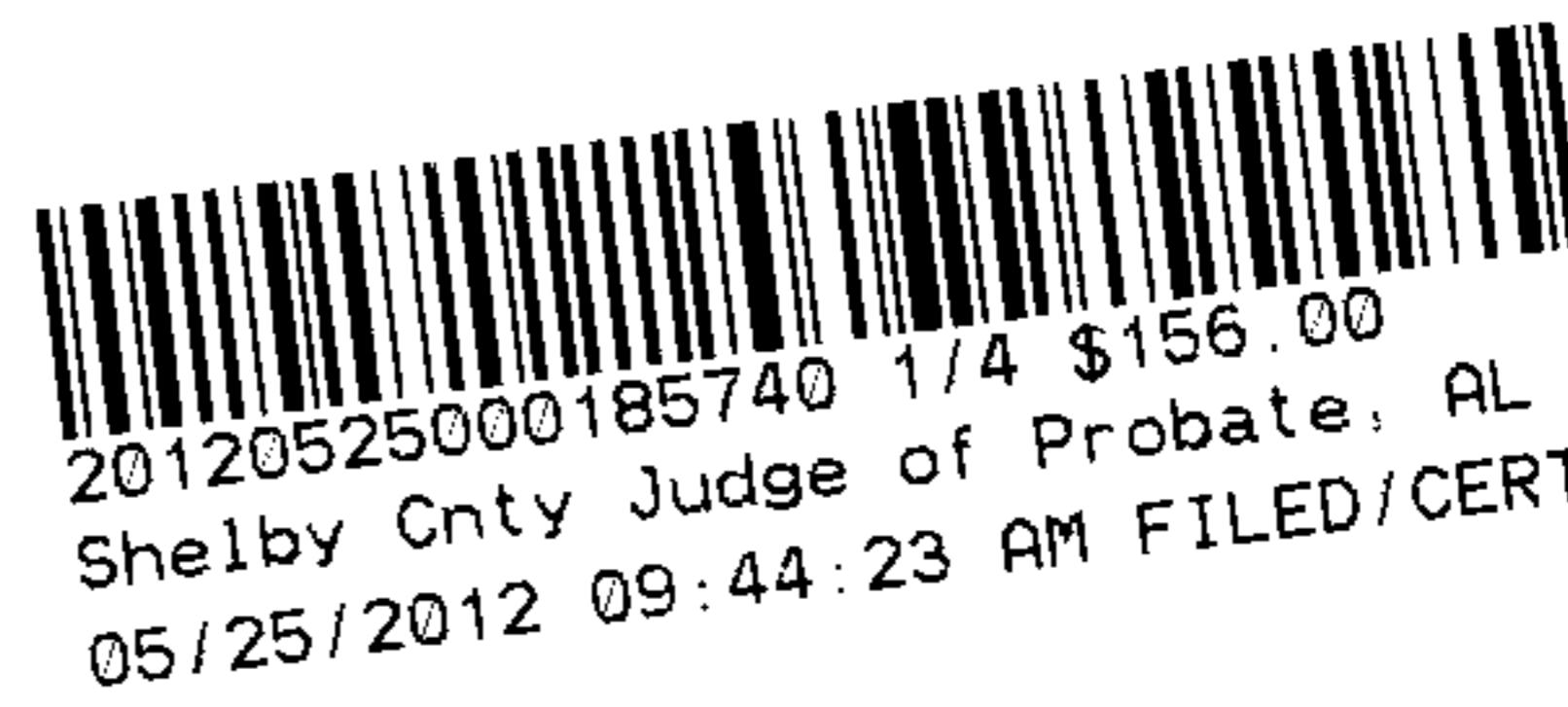


This instrument was prepared by:
James H. Greer, Esquire
2163 Highway 31 So., Suite 102
Pelham, AL 35124



STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION

OF

iKids Learning Center, LLC

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 17 of the Code of Alabama (1973), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

The name of the limited liability company is **iKids Learning Center, LLC** (the "Company").

ARTICLE II

The period of duration of the Company is perpetual and shall continue until the first to occur of the following:

- (a) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time; or
- (b) Upon the written unanimous consent of all the members of the Company.
- (c) Events specified in these articles or operating agreement.

ARTICLE III

The purposes for which the Company is organized are as follows:

- (a) To engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
- (b) To acquire, own, maintain, develop, improve, sell, lease or otherwise dispose

**ARTICLES OF ORGANIZATION OF
iKids Learning Center, LLC
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of real estate.

(c) To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the Company;

(d) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company; and

(e) To do any other acts and things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the company, subject to the terms and conditions of this Operating Agreement.

ARTICLE IV

The location and mailing address of the initial registered office of the company shall be **8033 Highway 119, Alabaster, Alabama 35007**. The initial registered agent for service of process at the foregoing address shall be **JOYCE THOMAS**.

ARTICLE V

The names and mailing addresses of the initial members of the company are as follows:

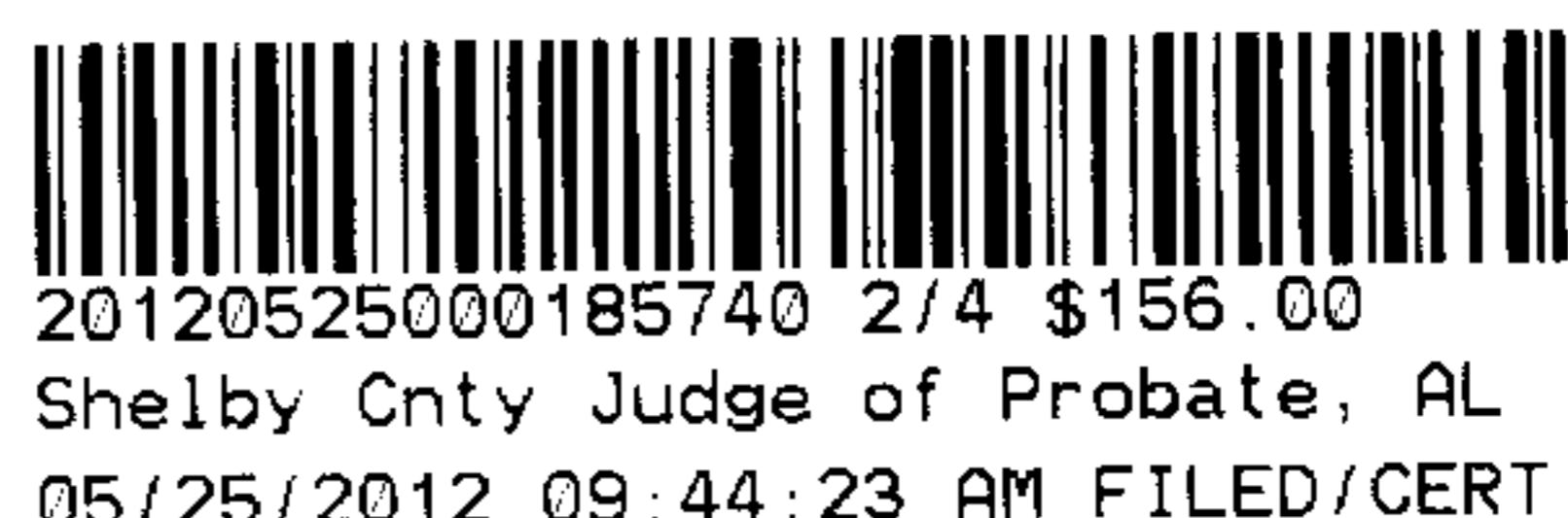
NAME	MAILING ADDRESS
JOYCE THOMAS	Post Office Box 1686 Pelham, Alabama 35124

ARTICLE VI

The members of the Company shall have the right to admit additional members to the Company upon the unanimous consent of all of the members of the Company.

ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon 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 of the Limited Liability Company if (i) there are at least two remaining members



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**ARTICLES OF ORGANIZATION OF
IKids Learning Center, LLC
PAGE 3**

or at least one remaining member and a new member is admitted; and (ii) the legal existence and business of the Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event of dissociation.

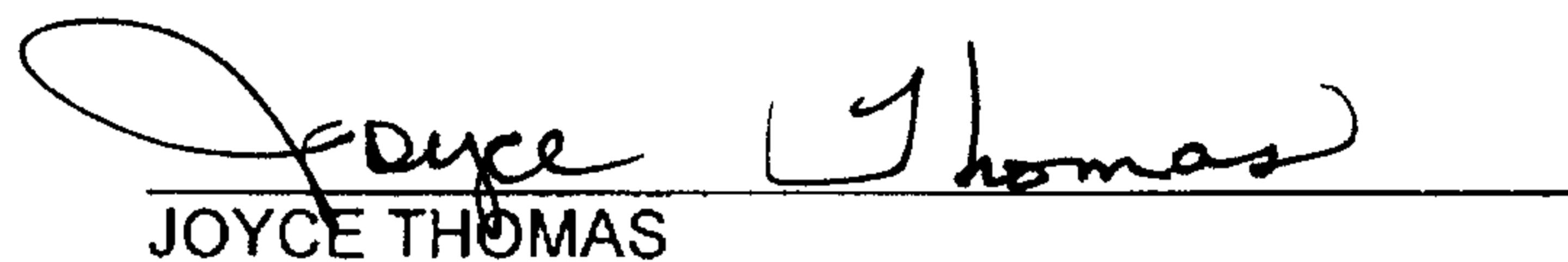
ARTICLE VIII

The Company shall be managed by its members.

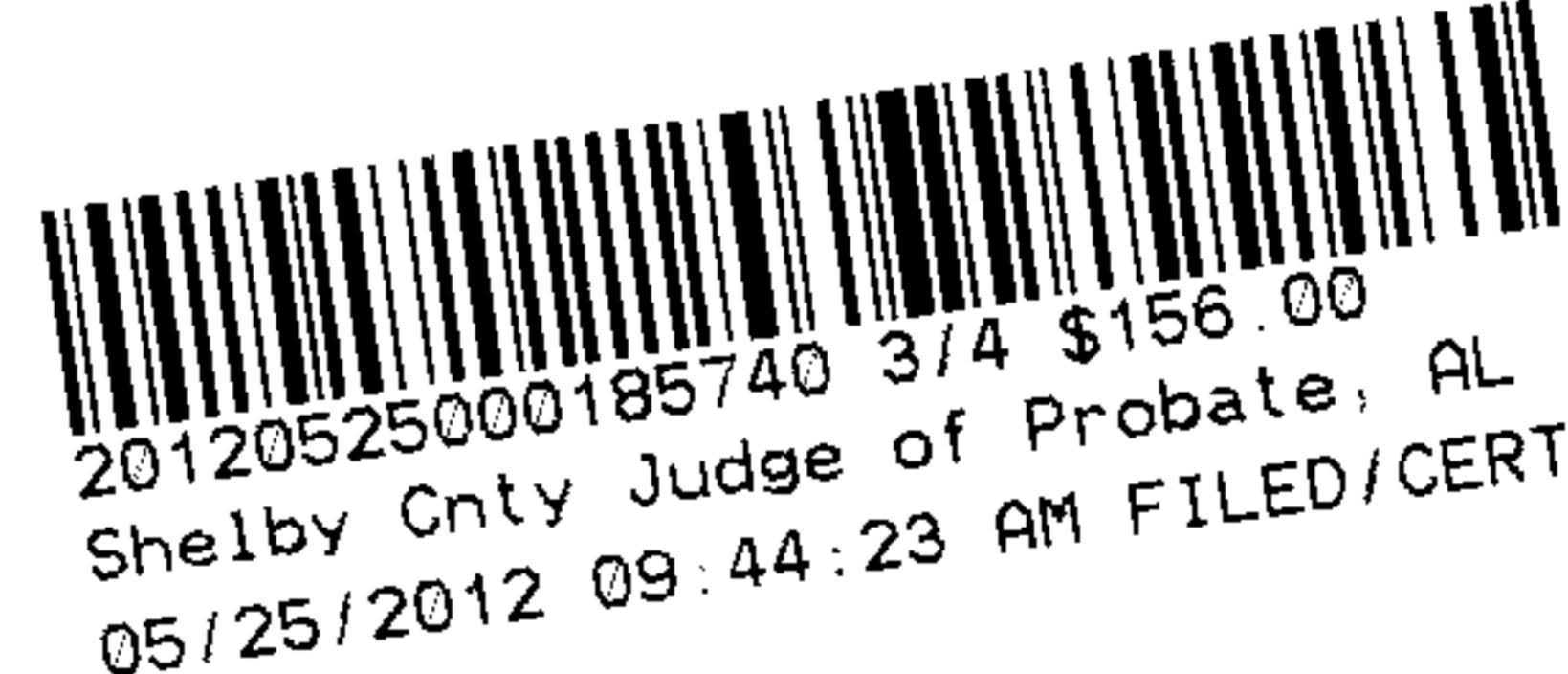
ARTICLE IX

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned, constituting all the members of the Company, have executed these Articles of Organization this the 4th day of May, 2012.



JOYCE THOMAS



Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

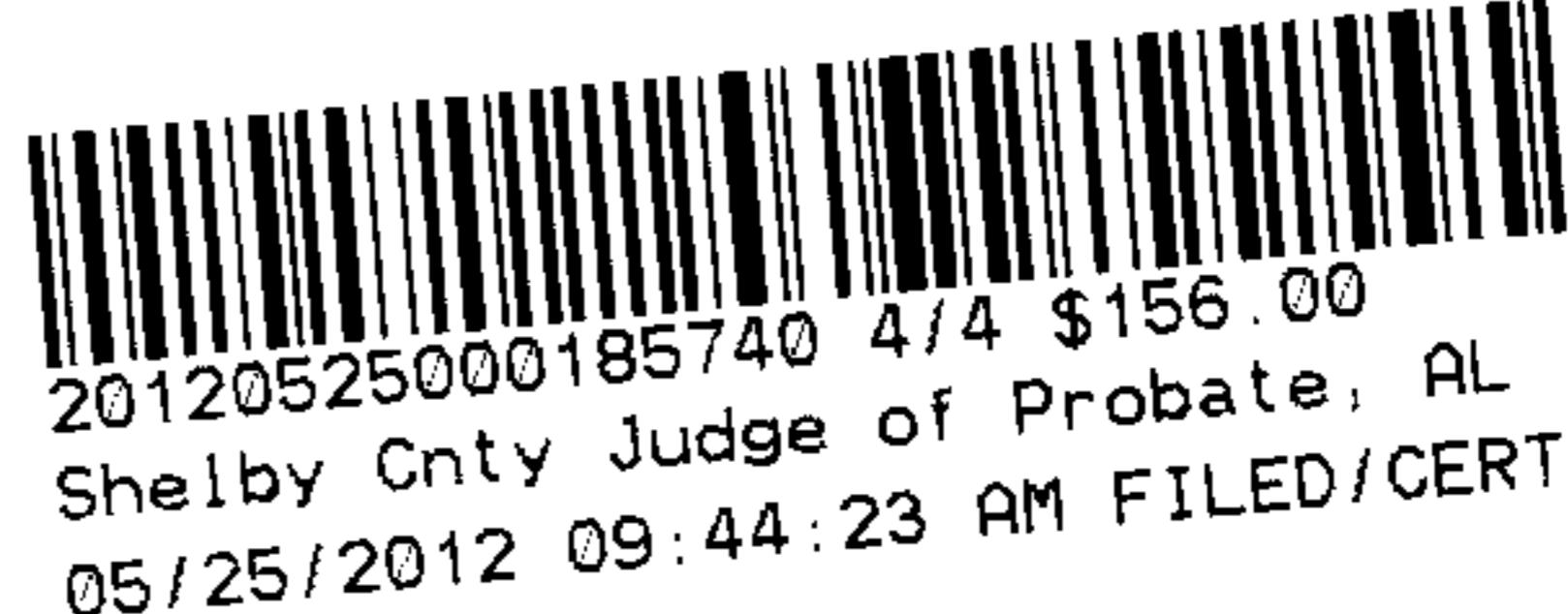
STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

iKids Learning Center, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Key Greer Harrison & Casey, 2163 Highway 31 South, Pelham, AL 35124 for a period of one hundred twenty days beginning May 17, 2012 and expiring September 14, 2012.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

May 17, 2012

Date

Beth Chapman



603-600

Beth Chapman

Secretary of State