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SECRETARY OF STATE
TALLAHASSEE FLORIDA

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FERNETTI INTERNATIONAL CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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D. WHITE JUL - 2 2002

Examiner's Initials

ARTICLES OF INCORPORATION
OF
FERNETTI INTERNATIONAL CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND FILES THE
FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

Fernetti International Corporation

ARTICLE II

THE STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF THIS CORPORATION
SHALL BE: **4308 Fox Hollow Dr.**
Weston, Fl 33331

ARTICLE III

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING WITH THE DATE
OF FILING OF THESE ARTICLES.

ARTICLE IV

THE GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED BY THIS CORPORATION
SHALL BE **Language & Culture Education Services** AND FURTHER:

- 1) TO ENGAGE IN ANY AND ALL LAWFUL BUSINESSES, TRADES, OCCUPATIONS AND PROFESSIONS.
- 2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS AND EXECUTE SUCH MORTGAGE TRANSFERS TO CORPORATE PROPERTY OR OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS MAY BE REQUIRED.
- 3) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATIONS AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.
- 4) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS AND AGREEMENTS OF EVERY KIND AND EVERY LAWFUL PURPOSE WITHOUT LIMIT AS TO AMOUNT WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER BUSINESS NECESSARILY CONNECTED WITH THE PURPOSE OF THIS CORPORATION TO CALCULATE TO FACILITATE SAME.
- 5) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESSES, AND TO PROMOTE ITS PURPOSES WITHIN THE STATE OF FLORIDA OR ELSEWHERE, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT; AND TO USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATIONS.

6) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE OR EXPEDIENT IN CARRYING ON ANY OTHER BUSINESS OR ACTS ABOVE NAMED.

7) TO DO ALL THINGS ENUMERATED, SET FORTH AND AUTHORIZED BY THE STATE OF FLORIDA.

ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE AS FOLLOWS :

100 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE. THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED IN THE COMMON STOCKHOLDERS, AND EACH SHARE OF COMMON STOCK SHALL BE ENTITLED TO ONE VOTE, AS SHALL BE MORE FULLY SET FORTH AND DETERMINED IN THE BY-LAWS OF THIS CORPORATION. OTHER RIGHTS AND INTERESTS ACCRUING TO EACH SHARE OF COMMON STOCK WHICH ARE NOT CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS.

ARTICLE VI

EVERY SHARE HOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THERE OF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII

THIS CORPORATION SHALL HAVE **ONE DIRECTOR** INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN ONE. THE NAME OF THE INITIAL DIRECTOR IS:

Juan Carlos Fernandez

ARTICLE VIII

FILED

THE NAME OF THE OFFICERS OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE
FIRST YEAR OR UNTIL SUCCESSORS ARE CHOSEN ARE:

02 JUL 2 PM 12:10

NAME

OFFICE HELD

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Juan Carlos Fernandez

PRESIDENT

Mirtha Fernandez

V.P. / SECRETARY/TREAS.

ARTICLE IX

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS :

**4308 Fox Hollow Dr.
Weston, Fl 33331**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT
ADDRESS IS: **Juan Carlos Fernandez**

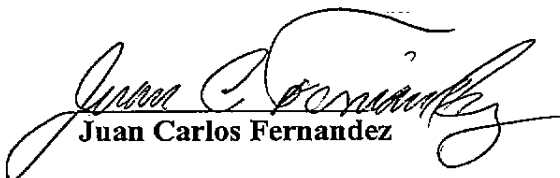
I HEREBY ACCEPT MY APPOINTMENT AS REGISTERED AGENT.


Juan Carlos Fernandez

ARTICLE X

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF
INCORPORATION ARE AS FOLLOWS :

**Juan Carlos Fernandez
4308 Fox Hollow Dr/
Weston, Fl 33331**


Juan Carlos Fernandez