

F00000001897



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 630134 4301771

AUTHORIZATION :

COST LIMIT :

\$ 70.00

Patricia Pigott

ORDER DATE : March 17, 2000

ORDER TIME : 4:14 PM

ORDER NO. : 630134-030

CUSTOMER NO: 4301771

CUSTOMER: Dorcas Dawe, Legal Asst
Paul Weiss Rifkind Wharton &
1285 Avenue Of The Americas
28th Floor
New York, NY 10019-6064

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -5 PM 5:31

FOREIGN FILINGS

NAME: BERLITZ LANGUAGES, INC.

****FILE 2ND****

8000003196328--5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 APR -4 PM 4:54

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3/1
4/5

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Berlitz Languages, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)

(Firm/Company)

(Address)

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

_____ at (_____) _____
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| ☐ \$70.00 Filing Fee | ☐ \$78.75 Filing Fee &
Certificate of Status | ☐ \$78.75 Filing Fee &
Certified Copy | ☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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1. Berlitz Languages, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 02, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 400 Alexander Park
Princeton, NJ 08540
(Current mailing address)

Language services and the publication of language and travel related books and other materials. To engage in any act or activity for which corporations may be organized.
8. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: John Pelletier
(Registered agent's signature)

John Pelletier, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

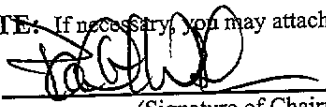
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul H. Weinstein, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Berlitz Languages, Inc.

List of Officers

Name:	Makoto Obara	Title:	CEO & President
Bus. Addr.:	400 Alexander Park, Princeton, NJ 08540		
Name:	Henry D. James	Title:	CFO, Vice President & Treasurer
Bus. Addr.:	400 Alexander Park, Princeton, NJ 08540		
Name:	Alistair Gatoff	Title:	Vice President
Bus. Addr.:	400 Alexander Park, Princeton, NJ 08540		
Name:	Robert Minsky	Title:	Vice President
Bus. Addr.:	400 Alexander Park, Princeton, NJ 08540		
Name:	Mark Harris	Title:	Vice President
Bus. Addr.:	400 Alexander Park, Princeton, NJ 08540		
Name:	William Mueller	Title:	Asistant Treasurer
Bus. Addr.:	400 Alexander Park, Princeton, NJ 08540		
Name:	Paul H. Weinstein	Title:	General Counsel & Secretary
Bus. Addr.:	400 Alexander Park, Princeton, NJ 08540		

List of Directors

Name:	Hiromasa Yokoi	Term:	Until Replaced
Bus. Addr.:	400 Alexander Park, Princeton, NJ 08540		
Name:	Makoto Obara	Term:	Until Replaced
Bus. Addr.:	400 Alexander Park, Princeton, NJ 08540		

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State of New York } ss:
Department of State

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I hereby certify, that the Certificate of Incorporation of BERLITZ LANGUAGES, INC. was filed on 02/02/2000, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of March
two thousand.*

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