

F14 0000000678

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

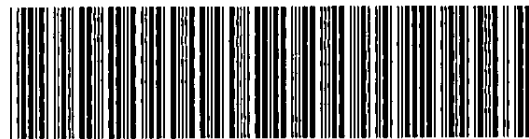
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 FEB 12 PM 12:46



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 012314 4348794

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 78.75

ORDER DATE : February 12, 2014

ORDER TIME : 1:16 PM

ORDER NO. : 012314-005

CUSTOMER NO: 4348794

RESUBMIT
Please give original
submission date as file date.

FOREIGN FILINGS

NAME: BERLITZ FRANCHISING
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Berlitz Franchising Corporation

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," or "Certificate of Good Standing" 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:

Susan Palius

Name of Person

Berlitz Corporation

Firm/Company

400 Alexander Park

Address

Princeton, NJ 08502

City/State and Zip code

susan.palius@berlitz.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Susan Palius

Name of Person

at (609) 514-3032

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

**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.*

1. Berlitz Franchising Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 22-3384175

(FEI number, if applicable)

4. June 7, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 400 Alexander Park, Princeton, NJ 08502

(Principal office address)

400 Alexander Park, Princeton, NJ 08502

(Current mailing address)

8. See attached

(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 NOT acceptable)

Name:

Corporation Service Company

Office Address:

1201 Hays Street

Tallahassee

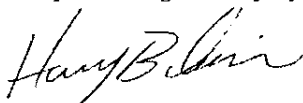
(City)

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.



Harry B. Davis
Asst. Vice President

(Registered agent's signature)

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.

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DIVISION OF CORPORATIONS
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Purpose

"The nature of the business or purposes to be conducted or promoted by the Corporation, which shall be in addition to the authority of the Corporation to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, are as follows:

- (a) To engage in the business of franchising using the Berlitz® name, which is licensed to the Corporation by Berlitz Investment Corporation."

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mark W. Harris
Address: 400 Alexander Park
Princeton, NJ 08502

Vice Chairman: _____
Address: _____

Director: Paul H. Weinstein
Address: 400 Alexander Park
Princeton, NJ 08502

Director: _____
Address: _____

B. OFFICERS

President: Mark W. Harris
Address: 400 Alexander Park
Princeton, NJ 08502

Vice President: Toshikazu Okumura
Address: 400 Alexander Park
Princeton, NJ 08502

Secretary: Paul H. Weinstein
Address: 400 Alexander Park, Princeton, NJ 08502

Treasurer: Rajendra K. Moto
Address: 400 Alexander Park, Princeton, NJ 08502

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

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BERLITZ FRANCHISING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF FEBRUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BERLITZ FRANCHISING CORPORATION" WAS INCORPORATED ON THE SEVENTH DAY OF JUNE, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

2513659 8300

140169573



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1130774

DATE: 02-12-14