

2/26

F21000001176

Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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H210000802513ABCT

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : PAUL SALVER, P.A.
Account Number : I20020000087
Phone : (954)389-1333
Fax Number : (954)389-1397

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
BERLITZ CENTERS DEL PERU S.A.C. CORP**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

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03/01/2021 10:32

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SALVER AND COOK

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3/1/2021 9:03:04 AM PAGE 1/001 Fax Server



March 1, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PAUL SALVER, P.A.

SUBJECT: BERLITZ CENTER DEL PERU S.A.C. CORP
REF: W21000028056

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Yvette Scott
Document Specialist II

FAX Aud. #: H21000080251
Letter Number: 821A00004326

RECEIVED
2021 FEB 29 AM 11:58

P.O. BOX 6327 - Tallahassee, Florida 32314

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BERLITZ CENTER DEL PERU S.A.C.

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:

DANIELLA SANTANA

Name of Person

SALVER & COOK LLP

Firm/Company

2721 EXECUTIVE PARK DR STE 4

Address

WESTON, FL 33331

City/State and Zip code

D.SANTANA@PSCCPAS.COM

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

For further information concerning this matter, please call:

DANIELLA SANTANA

at (954) 3891333

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☒ \$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.

1. BERLITZ CENTERS DEL PERU S.A.C. CORP

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

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

2. PERU 3. 85-4006605

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03/21/1996

(Date of incorporation)

5.

(Date of duration, if other than perpetual)

6. 01/01/2021

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

7. 1064 CEDAS FALLS DR

(Principal office street address)

WESTON, FL 33327

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: SALVER & COOK LLP

Office Address: 2721 EXECUTIVE PARK DR STE 4

WESTON

(City)

, Florida 33331

(Zip code)

9. 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.

(Registered agent's signature)

10. 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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:
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A. DIRECTORS

☐ Chairman Name: DIEGO ARISTIZABAL

☐ Vice Chairman Address: 1064 CEDAR FALLS DR

☐ Director WESTON, FL 33327

☒ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: _____

☐ Vice Chairman Address: _____

☐ Director _____

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: _____

☐ Vice Chairman Address: _____

☐ Director _____

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: _____

☐ Vice Chairman Address: _____

☐ Director _____

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: _____

☐ Vice Chairman Address: _____

☐ Director _____

☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

☐ Chairman Name: _____

☐ Vice Chairman Address: _____

☐ Director _____

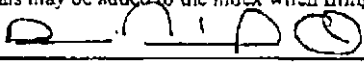
☐ President _____

☐ Vice President _____

☐ Secretary ☐ Treasurer

☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. DIEGO F ARISTIZABAL
(Typed or printed name and capacity of person signing application)

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DRG Translations

[Translation from Spanish into English]

SUNARP

Registration District N° IX- Lima

Registration N° 00050555

Verification code 20445674

08/03/2020 12:42:24

FULL CERTIFICATE OF CORPORATIONS REGISTRY

COMMERCIAL REGISTRY

Digitized

March 1, 1987

REGISTRY OFFICE OF LIMA AND CALLAO
Form Mer-3

A Lima office N° 128056

INCORPORATION OF A COMPANY

Registration fees: S/937.30 Receipt: 51585

Trade name: BERLITZ CENTERS DEL PERU S.A.

PRESENTATION- DAILY					
Day	Month	Year	Time	Volume	Entry
13	05	96	12:29	0386	074053

Incorporated by public deed of March 21, 1996
executed before Notary Ricardo Ortiz de Zevallos Villaran
of Lima

Founding Partners and Contributions:

1. BERLITZ INVESTMENT CORPORATION, represented by Luis Carlos Rodrigo Prado (file card N° 5520), Peruvian, married, attorney, subscribes 232 shares.
2. BERLITZ INTERNATIONAL, INC., represented by Hector Alvarez Pedraza (file card N° 5522), Peruvian, married, an attorney, subscribes 1 share.
3. BERLITZ LANGUAGES, INC., represented by Jose Balta Varillas (file card N° 5521), Peruvian, married, an attorney, subscribes 1 share.

Purpose: Activities related with private learning, use and/or sale of learning material, translation business, production and/or sale of published material; property purchase and lease and the franchise business to provide the abovementioned products and services. and all kinds of similar or related activities.

Starting Date: 03/21/1996 **Duration:** Indefinite

Domicile: Lima, and may establish branches in the country and abroad

Capital Stock: S/234,000.00 new Soles, divided into 234 registered shares of S/1,000.00 new Soles each

Policies of the Shareholders' Meeting: The quorum is made up of 133 and 134-General Law of Corporations.

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DRG Translations

The Regular Shareholders' Meeting shall meet on the first trimester of each year, to approve or disapprove the management, balance-sheet accounts, profit appropriation, set the Board's salary, appoint the members of the Board, representing the minority thorough the cumulative voting system. The Special Shareholders' Meeting shall meet to remove the Board members, modify the Bylaws, increase or reduce the capital stock, issue of debentures, provide analyses, audits and balances, change, merge, dissolve and liquidate the company and make decisions regulated by the law or Bylaws.

Policies of the Board of Directors: Composed by three members. It has a duration of 3 years.

Powers: Represent and manage the company. Carry out the following prior approval of the Board or the joint action of two directors or one director and the general manager of the company: sign or cancel any property rental, access loans with amounts higher than those established by the corporate policy, put up a bond, grant bills, compensations and guarantees for and or behalf of the company, sell, encumber any of the company's assets, purchase or sell any real estate or copyright of the company, carry out bank transactions, and others mentioned in the Bylaws.

Policies of the Management: The Manager is appointed by the Board of Directors.

Powers: Represent the company before all kinds of authorities, with the powers established in Articles 74 and 75 of the Civil Procedural Code; manage and organize the internal system of the company; hire marketing services, manage bank transactions and other powers included in the bylaws.

Profit Distribution: As stipulated in Article 250 of the General Law of Corporations.

Policies on Dissolution and Liquidation of the Company: In accordance the General Law of Corporations.

BOARD OF DIRECTORS: President: HIROMASA YOKOI YOSHIDA, Directors: JOSE ALVARINO PORTELA, MANUEL FERNANDEZ NIETO. General Manager: JOSE ALVARINO PORTELA. Lima 05/14/1996.

[signed] Jose Antonio Anderson Trujillo
Public Registrar
ORLC

Authenticated
[signed] Gaston Castillo Delgado
Assistant Director
Manager of Corporations-
ORLC

Continues on the back
May 15, 1996

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DRG Translations

(continues)

COMMERCIAL REGISTRY

A Lima office N° 128056

Form Mer-3

1.- By Public Document of 09/12/1997 executed before Notary Ricardo Ortiz de Zevallos Villaran and by JGO of 02/14/1997 the Bylaws were partially modified: Article 22°: The company is managed and directed by a Board conformed by three members appointed by the Regular Shareholders' Meeting. As agreed by the Board, a deputy director may be appointed for each regular director. The deputy director can act only when the regular director cannot, and its sole presence, in the absence of the regular director, validates his action. The directors both regulars and deputies, if applicable, shall be appointed for 3 years, subject to reelection. In the absence or impediment of the deputy of regular director, any of them may be represented by a third party through simple power of attorney; if both appoint a proxy, then the one representing the regular director shall exercise the representation. ARTICLE 24° in its subsection N) Enter into any contract to purchase, sell, exchange, assign, lease or lease-back, take on or give as lease and transfer through any title all types of assets in amounts lower than US\$ 35,000.00 or its equivalent in national currency, be it in one transaction or in a series of transactions. Any transaction or series of transactions higher than the abovementioned amount will require the joint signature with a director or the authorization of two directors in accordance with the terms established in the foregoing Article 24°. Likewise, enter into all kinds of service contracts, if the amount is equal or higher than US\$ 50,000.00 or its equivalent in national currency, either in one transaction or in a series of transactions. ARTICLE 30° in the following subsections: K) Hire marketing services, as long as the amounts don't exceed US\$ 10,000.00 or its equivalent in national currency, as well as any act necessary to protect the copyright of the Berlitz group. M) Manage the daily operations of the company's accounts; thus, be able to draw and endorse checks on the credit balance or overdrafts, draw, accept, endorse and discount bills, vouchers and promissory notes and other securities, as long as the amount is not higher than US\$ 20,000.00, be it in one transaction or a series of transactions. Any transaction or series of transactions higher than the abovementioned amount will require the joint signature with a director or the authorization of two directors in accordance with the terms established in the foregoing Article 24°. N) Appoint or replace the individuals that manage, together with him, the bank accounts opened on behalf of the company, within the terms established by the Bylaws. O) Enter into any contract to purchase, sell, exchange, assign, lease or lease-back, take on or give as lease and transfer through any title all types of assets in amounts lower than US\$ 35,000.00 or its equivalent in national currency, be it in one transaction or in a series of transactions. Any transaction or series of transactions higher than the abovementioned amount will require the joint signature with a director or the authorization of two directors in accordance with the terms established in the foregoing Article 24°. Time 3:05 p.m. of 09/22/97 under N° 159090 for T.402 fees D- S/62.70 recs. 77321-105762. Lima on 09/25/97

October 2, 1997

Public Registrar

(((H21000080251 3)))



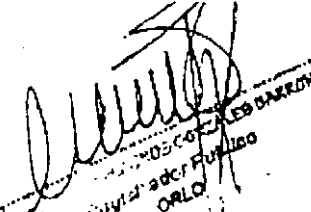
DRG Translations

1. By Board Meeting of 07/12/1996 it was agreed to accept the resignation of Mr. JOSE ALVARINO PORTELA as General Manager, appointing as his replacement Mr. ALEJANDRO MARTIN WOODMAN CORTES, who will have the powers established in the Bylaws for said position. As reflected on the copy of the record certified by Notary Ricardo Ortiz de Zevallos on 08/19/1996, Tit N° 132111 of 08/20/1996 at 9:42, tm.389; Feed S/25.30, rec. 87224. Lima, 08/22/1996


 Dto. VILLALTA PAUCAR DE SUAREZ
 Registrador Público
 ORLC

Public Registrar

2. By Public Document of 09/12/1997 executed before Notary Ricardo Ortiz de Zevallos Villaran and by JGO of 02/14/1997 the following deputy directors were appointed: LUIS CARLOS RODRIGO PRADO as Deputy Director of Hiromasa Yokoi Yoshida, JOSE BALTA VARILLAS as Deputy Director of Jose Alvarino Portela and JEAN PAUL CHABANEIX CUNZA as Deputy Director of Manuel Fernandez Nieto. President and directors the same as 1-B. Lima 09/25/1997


 LUIS CARLOS RODRIGO PRADO
 Registrador Público
 ORLC

Public Registrar

3. By JGO of 02/14/1997 it is agreed to authorize any regular and deputy director, acting individually and with one signature, to enter into employment contracts with management-level executives hired by the company, including the General Manager, who shall also be authorized to execute any document; authorize Ms. TRACEY COSSHALL HAWKINS, to act individually and carry out all procedures and execute all documents required by the country's immigration authorities to grant Resident Visas with work permits for any foreign employee hired by the company, without any limitation whatsoever. As stated in the copy of the certified entry by Notary Ricardo Ortiz de Zevallos Villaran on 09/05/97, Title N° 161795 of 09/25/97 at 2:55 p.m., tm 402, Fees S/115.50 rec. 93252-79263. Lima on 10/01/97 ***


 GUILLERMO ISIDORO HERNANDEZ RAMOS
 Registrador Público
 ORLC

Public Registrar

[End of Translation]

(((H21000080251 3)))



DRG Translations

CERTIFICATE OF ACCURACY

State of Florida
County of Miami-Dade

I, Ruth Gorwitz, a certified translator, being duly sworn, depose and say: That I am familiar with both the Spanish and English languages.
That I have made the attached translation from the annexed document in the English language and hereby certify that the same is a true and complete translation to the best of my knowledge, ability and belief.



Ruth Gorwitz
ata associate member # 244064

State of Florida
County of Miami-Dade

THE FOREGOING INSTRUMENT was acknowledged before me by Ruth Gorwitz, who is personally known to me and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 17th day of February of 2021.

Notary Public
Type name: Dina Lapco
Commission N°: GG 193302

