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May 10, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/15/00--01165--004
***125.00 ***125.00

Re: ACCENT ON LANGUAGES

Ladies and Gentlemen:

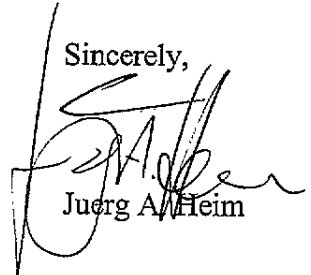
I represent the above referenced company that wishes to register in Florida as a limited liability company and also is filing an application for registration of fictitious name. It is my understanding that both applications can be filed together.

I am enclosing herewith:

1. Certificate of Existence from the State of Connecticut
2. Application by foreign limited liability company to transact business in Florida
3. Certificate of Designation of Registered Agent/Registered Office
4. My clients check #10048 in the amount of \$125.00 for filing fees & permits
5. Application for registration of Fictitious Name together with check #23055 in the amount of \$50.00 for filing fee.

Please call me if you have any questions.

Sincerely,


Juerg A. Heim

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00 MAY 15 AM 1:17
TALLAHASSEE, FL
SEC. OF STATE

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5/19

JAH/ln
Encls.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. LINGUANET, LLC
(Name of foreign limited liability company)
2. Connecticut 3. 06-1459731
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 02/20/1996 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 16400 North West 32nd Avenue
Miami, FL 33054
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

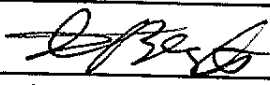
9. The usual business addresses of the managing members or managers are as follows:

Elio Boccitto
160 East 56th Street
New York, NY 10022

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 00 MAY 15 PM 1:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To conduct any and all business permitted to be carried out by a limited liability company under the Florida Limited Liability Company Act.


 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Elio Boccitto, Member
 Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

LINGUANET, LLC

2. The name and the Florida street address of the registered agent and office are:

Ingrid Powers

(Name)

25 North West 188th Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami,

FL 33169
City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



(Signature)

Ingrid Powers

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

LINGUANET, LLC

organized under the laws of Connecticut as a Limited Liability Company,
was filed in this office on February 20, 1996 and is in existence as of
the date of this certificate.



Secretary of the State

Date Issued: May 1, 2000

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00 MAY 15 01 1:07
STATE SECRETARY'S OFFICE
HARTFORD, CONNECTICUT