



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 736158 5030437

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ ~~225~~ 125.00

ORDER DATE : June 19, 2000

ORDER TIME : 2:37 PM

ORDER NO. : 736158-005

CUSTOMER NO: 5030437

CUSTOMER: Michele Woodfolk, Legal Asst
Katten Muchin & Zavis
1025 Thomas Jefferson St. Nw
Suite 700, East Lobby
Washington, DC 20007-5201

300003301063--5

Fee is more than \$70.

W-15973

FOREIGN FILINGS

NAME: WIZARD INTERNATIONAL
FRANCHISING, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: *Janine Lazzarini*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 22 AM 9:36

FILED

W 6/26

RECEIVED
00 JUN 22 AM 11:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 22 AM 8:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 22, 2000

CSC
ATTN: JANINE LAZZARINI

SUBJECT: WIZARD INTERNATIONAL FRANCHISING, LLC
Ref. Number: W00000015973

RESUBMIT
Please give original
submission date as file date

We have received your document for WIZARD INTERNATIONAL FRANCHISING, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please provide the usual business addresses in section 9.

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

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 600A00035513

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 23, 2000

CSC
ATTN: JANINE LAZZARINI

SUBJECT: WIZARD INTERNATIONAL FRANCHISING, LLC
Ref. Number: W00000015973

RESUBMIT
Please give original
submission date as file date.

We have received your document for WIZARD INTERNATIONAL FRANCHISING, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must still provide the addresses in section 9, as requested in our previous letter. Also, your FEI number should have one more digit.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 500A00035695

00 JUN 22 AM 9:36

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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

1. Wizard International Franchising, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 59-3645247
(FEI number, if applicable)
4. 4-14-2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1600 West Colonial Drive
Orlando, Florida 32804
(Street address of principal office)

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SECRETARY OF STATE
TREASURER OF FLORIDA

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

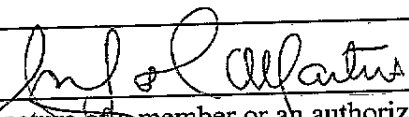
9. The name and usual business addresses of the managing members or managers are as follows:

Carlos Martins- Manager - CEO, 1600 West Colonial Drive, Orlando, Florida 32804

LUIS A. Martins- Officer, 1600 West Colonial Drive, Orlando, Florida 32804

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: Language School


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.)

LUIS A. MARTINS
Luis Martins

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:

Wizard International Franchising, LLC

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

Luis

~~Ross~~ Martins

(Name)

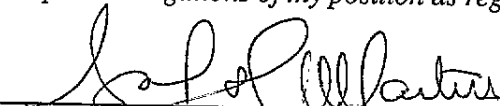
1600 West Colonial Drive

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

Orlando FL 32804.

City/State/Zip

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)

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

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00 JUN 22 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WIZARD INTERNATIONAL FRANCHISING, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 JUN 22 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA




Edward J. Freel, Secretary of State

3212914 8300

001310145

AUTHENTICATION: 0506032

DATE: 06-19-00