

08/13/2003 14:29 FAX

Division of Corporations

08/13/2003

Page 1 of 1

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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Account Name : TAX HOUSE CORPORATION
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

TOP TUTORS IDIOMAS INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION OF:
TOP TUTORS IDIOMAS INC.**

The undersigned subscriber to these Articles of Incorporation is a Natural Person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is **TOP TUTORS IDIOMAS INC.**
(Hereinafter, "Corporation")

ARTICLE II - DURATION / TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - NATURE / PURPOSE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

IV.1 This Corporation is authorized to issue 1,000 shares of \$1.00 per value common stock that shall be designated to "Common Shares".

ARTICLE V - LOCATION

The Street, Address, City and State in which the principal office of the corporation is to be located are 1261 E Sample Road, Suite 528 • Pompano Beach • Florida • 33064. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator of this Corporation is:

NAME	ADDRESS
Tax House Corporation Breno R. Gomes, Incorporator	3929 N. Federal Hwy Pompano Beach, FL 33064

ARTICLE VII - AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

H03000254000 0**ARTICLE VIII - POWER OF CORPORATION**

The Corporation shall have the same powers as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XI - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII - INITIAL REGISTERED OFFICE / AGENT & INCORPORATOR

The street address of the initial registered office of this corporation is 1261 E Sample Road • Pompano Beach • Florida • 33064 and the name of the initial registered agent of this corporation at that address is Tax House Corporation.

ARTICLE XII - BYLAWS

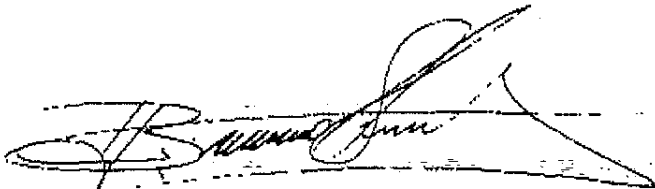
The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

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ARTICLE XIII - EFFECTIVE DATE OF INCORPORATION

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this document for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 15th day of August, 2003.



Tax House Corporation
Breno R. Gomes, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **TOP TUTORS IDIOMAS INC.**
2. The name and address of the registered agent and office is:

TAX HOUSE CORPORATION

Registered Agent

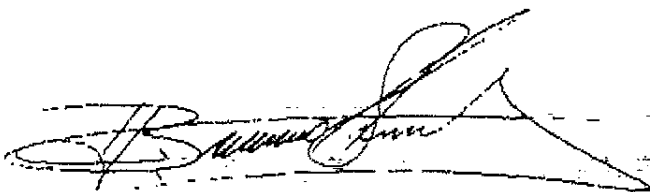
1261 E Sample Road

Address

Pompano Beach, FL 33064

City - State - Zip

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the 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.



Bruno R. Gomes - President (Signature)

August 15, 2003

(Date)

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