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To:
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Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

LINGUA EDUCATIONAL SERVICES, INC.

Certificate of Status	0
Certified Copy	1
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8-22-03
[Signature]

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ARTICLES OF INCORPORATION
OF
LINGUA EDUCATIONAL SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The Name of the corporation ("Corporation") is LINGUA EDUCATIONAL SERVICES, INC.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

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**ARTICLE IV
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation is 400 Leslie Drive, Suite 701, Hallandale FL 33009.

**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$0.10 each.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 13899 Biscayne Blvd., Suite 228, North Miami Beach Florida 33181. The initial registered agent for the Corporation at that address is Leonard Storchvov, Esq.

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of no fewer than one person, the exact number to be determined from time to time in accordance with the By Laws. The names and addresses of the persons who will serve on the initial Board of Directors are:

Name and Address

Title

OLEG VOYTENKO
IRINA OBREZKOVA

President
Director/Secretary

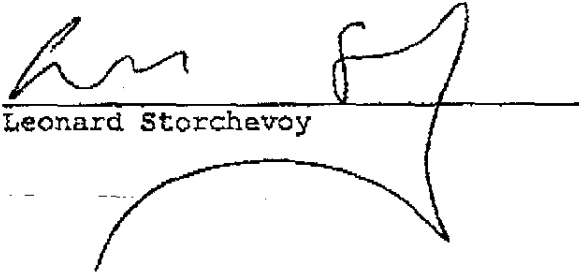
ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is Leonard Storchevoy, Esq., 13899 Biscayne Blvd., Suite 228, North Miami Beach, FL 33181.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of August 2003.



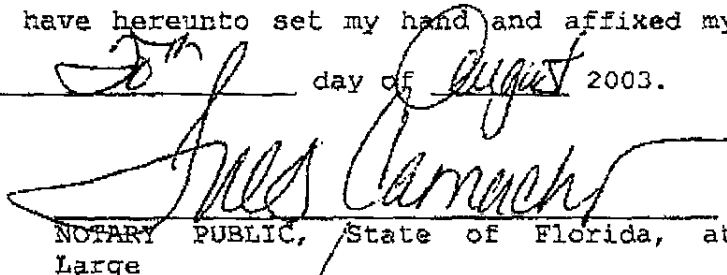
Leonard Storchevoy

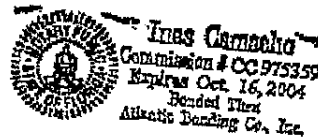
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, LEONARD STORCHEVOY

who is known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal on this 20th day of August 2003.


NOTARY PUBLIC, State of Florida, at
Large



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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

- 1. The name of the corporation is:
LINGUA EDUCATIONAL SERVICES, INC.
- 2. The name and address of the Registered Agent is:
LEONARD STORCHEVOY, ESQ.
13899 BISCAYNE BLVD.
SUITE 228
NORTH MIAMI BEACH FL 33181

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Irina Obrezkova
Irina Obrezkova, Director/Secretary

Dated: 06-18-2003

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LINGUA EDUCATIONAL SERVICES, INC., at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Leonard Storcheyov
Leonard Storcheyov
Dated: 06-18-03

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