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CARLA BRYANT-ATTORNEY

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Division of Corporations

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Florida Department of State  
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From:

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Account Number : I20030000125  
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**FLORIDA PROFIT CORPORATION OR P.A.**

English360, Inc.

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ENGLISH360, INC.

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ARTICLES OF INCORPORATION

## ARTICLES OF INCORPORATION FOR ENGLISH360, INC.

On this 14th day of July, 2004, the undersigned Incorporator signed these Articles of Incorporation, on behalf of Cleve D. Miller, II, and presents them for the formation of English360, Inc., a corporation under Chapter 607 of the Florida Statutes, with reference to the following facts:

### RECITALS

- (A). Cleve D. Miller, II, is a natural person over the age of eighteen (18) years.
- (B). Cleve D. Miller, II, is competent to contract.

### ARTICLE I. NAME

The name of the Corporation shall be English360, Inc.

### ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal Office and Place of Business of the Corporation shall be located at 753 Seminole Ridge Road, Melrose, Florida 32666. The Mailing Address of the Corporation shall be P.O. Box 370, Melrose, Florida 32666.

### ARTICLE III. DURATION

The Corporation shall have perpetual existence.

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ENGLISH360, INC.

(((H04000145541 3)))  
ARTICLES OF INCORPORATION**ARTICLE IV.  
PURPOSE**

The purpose for which the Corporation is organized is to engage in the business of providing organizations with proprietary language learning material, software, and consulting services that improve interpersonal communication and all lawful business and activity in which a corporation organized under the laws of the State of Florida may engage.

**ARTICLE V.  
SHARES OF STOCK AND VOTING OF SHARES OF STOCK**

(A). **Shares of Stock** The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

(B). **Voting Trusts Prohibited** No Shareholder shall enter into a voting trust agreement or any other type of agreement which vests in another person the authority to exercise the voting power of any or all of his Shares of stock.

**ARTICLE VI.  
INITIAL OFFICERS AND DIRECTORS**

(A). **Governance by Directors** The business of the Corporation shall be managed by its Board of Directors.

(B). **Initial Director** The names and addresses of the initial Director is as follows:

Cleve D. Miller, II  
P.O. Box 370  
Melrose, Florida 32666

(C). **Initial Officers** The names and addresses of the initial Officers are as follows:

(1). **President:** Cleve D. Miller, II  
P.O. Box 370  
Melrose, Florida 32666

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ENGLISH360, INC.

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ARTICLES OF INCORPORATION

- (2). Vice-President: Cleve D. Miller, II  
P.O. Box 370  
Melrose, Florida 32666
- (3). Secretary: Cleve D. Miller, II  
P.O. Box 370  
Melrose, Florida 32666
- (4). Treasurer: Cleve D. Miller, II  
P.O. Box 370  
Melrose, Florida 32666

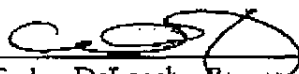
ARTICLE VII.  
REGISTERED OFFICE AND REGISTERED AGENT

The Corporation shall maintain a registered office within the State of Florida and a registered agent as required by Florida Statutes. The Corporation's initial registered office shall be located at 753 Seminole Ridge Road, Melrose, Florida 32666 and its initial registered agent at that Office shall be C. Douglas Miller, a resident of the State of Florida.

ARTICLE VIII.  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Carla DeLoach Bryant, 1201 South Orlando Avenue, Suite 350, Orlando, Florida 32789.

On this 6<sup>th</sup> day of July, 2004, Carla DeLoach Bryant, as Incorporator, signed these Articles of Incorporation on behalf of Cleve D. Miller, II, and English360, Inc., at 1201 South Orlando Avenue, Suite 350, Orlando, Florida 32789.

  
Carla DeLoach Bryant, Incorporator for  
English360, Inc.

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CARLA BRYANT-ATTORNEY

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ENGLISH360

ARTICLES OF INCORPORATION

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#### ACCEPTANCE OF REGISTERED AGENT

On this 14<sup>th</sup> day of July, 2004, I, C. Douglas Miller, having been named as registered agent and to accept service of process for the above stated professional corporation at the place designated in these Articles of Incorporation, 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 Florida Statutes, Chapter 608.

  
C. Douglas Miller

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