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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MIAMI ENGLISH LANGUAGE SCHOOL, INC.**

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**ARTICLES OF INCORPORATION  
OF**

**MIAMI ENGLISH LANGUAGE SCHOOL, INC.**

**ARTICLE I  
NAME**

The name of this corporation is:

MIAMI ENGLISH LANGUAGE SCHOOL, INC.

**ARTICLE II  
PURPOSE**

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

**ARTICLE IV  
PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE V  
RESTRICTIONS ON TRANSFER OF SHARES**

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

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**ARTICLE VI**  
**MAIN PLACE OF BUSINESS, INITIAL REGISTERED**  
**OFFICE AND AGENT**

The initial registered office, and mailing address of the Corporation is:  
782 N.W. LeJeune Rd., Suite 643, Miami, Florida 33126.

The Registered Agent is: CARMEN G. AMADOR, at 782 N.W. LeJeune  
Rd., Suite 440, Miami, Florida 33126-5549

**ARTICLE VII**  
**BOARD OF DIRECTORS AND OFFICERS**

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws.

This corporation reserves the rights granted by Section 607.0732(1)(a) of the Florida Statutes, as presently enacted, of eliminating the board of directors or of restricting its discretionary powers.

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

A duly appointed officer of this corporation may appoint one or more assistant officers to help the officer so-appointing in such officer's functions.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these articles is:

Name

Street Address:

Carmen G. Amador

782 N.W. LeJeune Rd., Suite 440  
Miami, Florida 33126-5549

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**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

**ARTICLE X**  
**NOTICE TO AND FROM SHAREHOLDERS**

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Business Corporation Act, as presently enacted.

**ARTICLE XI**  
**PROCEDURE IN CASE OF DEADLOCK**

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant the other party may petition the Dade County Bar Association and/or the Dade County CPA Association, to nominate, in the stead of the non-nominating party, an attorney or certified public accountant, and the attorney or any certified public accountant so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article. The parties in deadlock shall

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have thirty days, from the date of the deadlock, to nominate the attorney or certified public accountant, pursuant to the foregoing.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XII  
DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by the Secretary of State.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed the Articles of Incorporation, this 26<sup>th</sup> day of October, 2010.

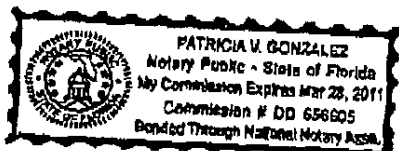
Carmen G. Amador  
CARMEN G. AMADOR

State of Florida )  
 ) SS  
County of Miami-Dade )

BEFORE ME, the undersigned authority, personally appeared CARMEN G. AMADOR, who is personally known to me to be the person who executed the foregoing Articles of Incorporation or who presented personally known, as identification and she acknowledged before me that she executed same, this 26<sup>TH</sup> day of October, 2010.

**My Commissions Expires:**

*Patricia V. Lopez*  
Notary Public, State of Florida



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CARRERA AND AMADOR

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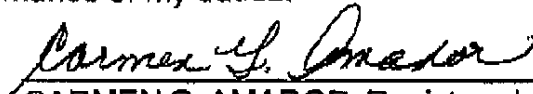
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



CARMEN G. AMADOR, Registered Agent

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