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305-375-0315

PADOVAN LANGUAGE INSTITUTE

609 BRICKELL AVE 2ND FLR

MIAMI

FL 33131

01/19/95-01/04-017  
\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

W95-1498

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
55 APR 24 PM 2:01  
REC'D  
MAY 1 1995

NANCY HENDRICKS APR 24 1995

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 20, 1995

MARIA G. PADOVAN  
609 BRICKELL AVE.  
MIAMI, FL 33131

SUBJECT: INTERNATIONAL LIAISONS & SERVICES, INC.  
Ref. Number: W95000001498

We have received your document for INTERNATIONAL LIAISONS & SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 095A00002565



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 17, 1995

MARIA G. PADOVAN  
609 BRICKELL AVE.  
MIAMI, FL 33131

SUBJECT: INTERNATIONAL LIAISONS & SERVICES, INC.  
Ref. Number: W95000001498

We have received your document for INTERNATIONAL LIAISONS & SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE REGISTERED AGENT IN YOUR DOCUMENT IS ACCEPTING OFFICE FOR A CORPORATION OTHER THAN THE ONE BEING FILED. PLEASE CORRECT YOUR DOCUMENT.

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 (904) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 295A00017818

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95 APR 24 11 2 71  
FEDERAL  
CLERK

**ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL LIAISONS & SERVICES, INC.**

The undersigned acting as incorporate of **INTERNATIONAL LIAISONS & SERVICES, INC.** under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**INTERNATIONAL LIAISONS & SERVICES, INC.**

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. DURATION**

The corporation will exist perpetually.

#### **ARTICLE IV. STATEMENT OF PURPOSE**

The general purpose or purposes for which the corporation is organized are as follows:

To transact any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

#### **ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE VI. PREEMPTIVE RIGHTS**

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the Treasury of the Corporation, in the ratio that the number of shares of common stock held at the time of the issue bears the total number of shares of common stock outstanding. The right is waived by any holder of common stock who does not exercise it or pay for the stock preempted within (30) days of written notice from the corporation inviting the holder to exercise the right. A holder of common stock shall not have, solely because of their holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of their holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

## **ARTICLE VII. INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered and principal office, which are at the same address, of the corporation is 300 Sevilla Avenue, suite 208, coral Gables, Fl. 33134 and the name of the corporation's initial registered agent at that address is Stephen Albee.

## **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Maria G. Padovan  
290 sunrise Drive, apt. 3k  
Key Biscayne, Fl. 33149

Elisabetta Angela Papagni  
2575 S. Bayshore Dr. #4A  
Key Biscayne, Fl. 33133-0000

Annalisa Morelli  
290 Sunrise Drive, Apt. K  
Key Biscayne, Fl. 33149

## **ARTICLE IX. INCORPORATION**

The name and street address of the incorporator is:

Stephen Albee  
300 Sevilla Avenue, Suite 208  
Coral Gables, Fl. 33134

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the shareholders any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### **ARTICLE X. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders except that the Board of Directors may not amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that the by-law is not subject to amendment or repeal by the Directors.

#### **ARTICLE XI. AMENDMENTS**


The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to issuance of shares of the Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by the shareholders, and approved at a shareholders meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporate has executed these  
Articles of Incorporation this 4th day of APRIL, 1995.

  
STEPHEN ALBEE

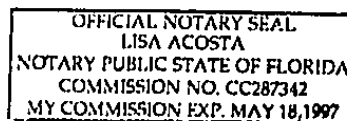
STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before  
me this 4th day of April, 1995, by Stephen Albee.

  
Notary Public, State of Florida

Notary Seal:

My Commission Expires:





**Stephen Albee**  
**300 Sevilla Avenue, Suite 208**  
**Coral Gables, Fl. 33134**  
**Tel: 305-461-4990**

April 21, 1998

**Department of State**  
**Division of Corporations**  
**P.O. Box 6327**  
**Tallahassee, Fl. 32314**

**RE: Registered Agent**

In accordance with your letter of April 17, 1998, I have corrected the mistake made in my cover letter referencing the filed corporation's name.

I hereby certify that I am familiar with and understand the duties and responsibilities as registered agent of said corporation, International Liaisons and Services, Inc.

I am resubmitting the application which were returned. Ref: 295A00017818.

Thank you.

Sincerely,

  
Stephen Albee  
President & Secretary