

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

PG5000054163

Re: Language Adventures, Inc.
P.O. Box 30273
Palm Beach Gardens, FL 33420

Dear Department of State:

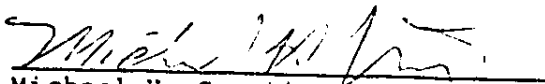
I enclose an original and one copy of the Articles of Incorporation for the above proposed corporation.

Also enclosed is a check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$35.00
Certification of One Copy	52.50
Designation of Registered Agent	35.00
Total:	\$122.50

Please file the original articles and return the certified copy to me at the above address. I may be contacted during normal business hours at (407) 881-8729.

Sincerely,


Michael H. Ceruti, Incorporator

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JUL 13 1995

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FILED
95 JUL 10 PM 2:53
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LANGUAGE ADVENTURES, INC.

FILED
95 JUL 10 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be LANGUAGE ADVENTURES, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

5070 North Ocean Drive 15C
Singer Island, FL 33404

The mailing address of this corporation shall be:

P.O. Box 30273
Palm Beach Gardens, FL 33420

ARTICLE III
SHARES

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) common shares without par value.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michael H. Ceruti

5070 North Ocean Drive 15C
Singer Island, FL 33404

ARTICLE V:
INCORPORATOR

The name and address of the sole incorporator is:

Michael H. Ceruti

5070 North Ocean Drive 15C
Singer Island, FL 33404

ARTICLE VI:
DIRECTORS

The number of directors constituting the initial board of directors is two (2) and the name and address of each person who is to serve as a member thereof is as follows:

NAME	ADDRESS
Michael H. Ceruti	5070 North Ocean Drive 15C Singer Island, FL 33404
Marcella A. Iazzetta	8245 Lake Drive E401 Miami, FL 33166

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation on this 6th day of July, 1995.

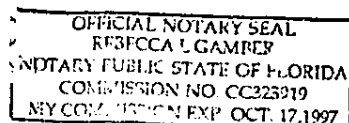
Michael H. Ceruti

STATE OF FLORIDA

COUNTY OF PALM BEACH

I, HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared Michael H. Ceruti, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of July, 1995.



Rebecca L Gamber
Notary Public

My commission expires: 10/17/97

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/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 STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is LANGUAGE ADVENTURES, INC.
2. The name and address of the registered agent and office is:

Michael H. Ceruti

5070 North Ocean Drive 15C
Singer Island, FL 33404

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 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.

Michael H. Ceruti

6 JUL 95

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TALLAHASSEE, FLORIDA