

P96000014454

January 1996

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

RE: Telecom Network International, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation, and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



Robert Curtiss

Telecom Network International, Inc.
4300 South US Highway One, Suite 203
Jupiter, FL 33477
(407) 625-6036

700001712767
-02/12/96--01086--021
****122.50 ****122.50

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96 FEB 14 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2.1.96

ARTICLES OF INCORPORATION

of

TELECOM NETWORK INTERNATIONAL INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

TELECOM NETWORK INTERNATIONAL INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>ROBERT CURTISS</u>		
ADDRESS	<u>4300 S. US HIGHWAY ONE, SUITE 203</u>		
CITY	<u>JUPITER</u>	FLORIDA	ZIP <u>33477</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>TELECOM NETWORK INTERNATIONAL INC.</u>		
ADDRESS	<u>4300 S. US HIGHWAY ONE, SUITE 203</u>		
CITY	<u>JUPITER</u>	FLORIDA	ZIP <u>33477</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have () directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>ROBERT CURTISS</u>		
ADDRESS	<u>801 SEAFARER CIRCLE #503</u>		
CITY	<u>JUPITER</u>	STATE <u>FL</u>	ZIP <u>33477</u>
NAME	<u>GARY DIAZ</u>		
ADDRESS	<u>973 S. BERNAL</u>		
CITY	<u>LOS ANGELES</u>	STATE <u>CA</u>	ZIP <u>90023</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

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86 FEB 14 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

FILED
96 FEB 14 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELECOM NETWORK INTERNATIONAL INC
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 4300 S. US HIGHWAY ONE, SW # 203
JUPITER FL 33477

has named ROBERT CURTIS

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

DEBIT MEMORANDUM

FOR OFFICIAL USE

NUMBER

NT OF STATE

P96 0000 14454

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	1,020.00	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	1,020.00	OTHER	4

CROSS
REFDISTRIBUTION
SAMAS CODE

REASON

AMOUNT

12	45-20-2-130001-45300000-00-000100-00	4	122.50
12	45-20-2-130001-45300000-00-000100-00	4	313.75
12	45-20-2-130001-45300000-00-000100-00	4	583.75

GRAND TOTAL:

\$ 1,020.00

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2/16/96 - 01093-001

#122.50

Process Date: 02/20/96

The above named fund(s) has been reduced by the amount of
this check(s) under authority of Section 215.34, F.S.

State Treasurer

P96000013500

TALK

THE AMERICAN LANGUAGE KOLLEGE

915 MIDDLE RIVER DRIVE, SUITE 310
FORT LAUDERDALE, FL 33304, USA

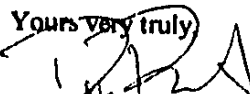
February 11, 1997

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

300002086529--2
-02/13/97--01022--009
*****35.00 *****35.00

Please find enclosed for filing Articles of Amendment to the Articles of Incorporation of The American Language Kollege, Inc. (formerly Sandhurst Medical Corporation). Also enclosed is our check in the amount of \$35 for the filing fee.

Thank you for your help

Yours very truly

Donald J. Brumlik.

FILED
97 FEB 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 3/18

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

THE AMERICAN LANGUAGE KOLLEGE, INC.

Pursuant to the provisions of section 607, 1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted;

ARTICLE III Capital Stock

The Corporation shall have the authority to issue 20,000 shares of Common Stock par value zero per share. The Common stock shall be divided equally into two Classes, Class A Common Stock and Class B Common Stock. The rights to vote, receive dividends, receive distributions in liquidation or dissolution, to receive securities in connection with reorganization, merger or consolidation will be divided Fifty five percent to the holders of Class A shares and Forty five percent to the holders of the Class B shares.

THIRD: The date of each amendment's adoption: February 11, 1997

FOURTH: Adoption of Amendments (check one)

- ☒ The amendment(s) were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

FILED
97 FEB 13 PM 2:00
CLERK OF CIRCUIT COURT
JULIA A. HARRIS

ARTICLES OF AMENDMENT
ARTICLES OF INCORPORATION
THE AMERICAN LANGUAGE COLLEGE, INC.
February 11, 1997

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11th day of February, 1997.

Signature



Donald J. Brumlik, Executive Vice President

P96000014454

February 10, 1997

Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: DISSOLUTION OF TELECOM NETWORK INTERNATIONAL, Inc.

Attached please find both Articles of Dissolution along with a check in the amount of \$43.75 constituting the required filing fee of \$35 plus an additional \$8.75 for a certificate of status.

Sincerely,


Robert Curtiss
President

FILED

97 FEB 13 PM 12:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 2/18
Dios

TNI

TELECOM
NETWORK
INTERNATIONAL

MAIN HEADQUARTERS
4300 SOUTH US HWY. 1
SUITE 203
JUPITER, FL 33477
+1.407.625.6036
FAX: +1.407.625.6683
E-MAIL: TNI@TNI.ORG
WWW: WWW.TNI.ORG

WESTERN REGIONAL OFFICE
1012 W. BEVERLY BLVD.
SUITE 105
MONTEBELLO, CA 90640
+1.213.263.6622 x70
FAX: +1.213.263.6696

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*****43.75 *****43.75

MCI Paging

Commercial /
Residential

1+ Dialing

800 Service

T-1 Access

0+ Hospitality

Conference Calling

Pay Phones

International Callback

Cellular Service

Calling Cards

Voice Mail

Fax-on-Demand

World Wide Web

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: _____

TELECOM NETWORK INTERNATIONAL, INC.

SECOND: The articles of incorporation were filed on: FEB. 14, 1996

THIRD: (CHECK ONE)

- ☒ None of the corporation's shares have been issued.
- ☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

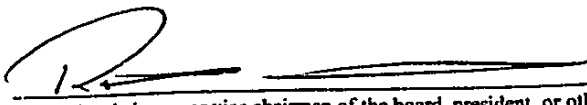
FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- ☒ A majority of the incorporators authorized the dissolution.
- ☐ A majority of the directors authorized the dissolution.

Signed this 10th day of FEBRUARY, 1997

Signature



(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

ROBERT CURTISS

(Typed or printed name)

PRESIDENT

(Title)

FILED
07 FEB 13 PM 12:57
TALLAHASSEE, FLORIDA