

CID,

1699 CORAL WAY
SUITE 510
MIAMI

FL 33145- UB

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$122.50IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT
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((H96000009605))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: RICARDO MARTINEZ-CID, P.A.
DEPARTMENT OF STATE 1699 CORAL WAY
STATE OF FLORIDA SUITE 510
409 EAST GAINES STREET MIAMI FL 33145-
TALLAHASSEE, FL 32399 CONTACT: RICARDO MARTINEZ-CID
AX: (904) 922-4000 PHONE: (305) 859-7494
FAX: (305) 858-2513

((H96000009605))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TELENGLISH INCORPORATED
FAX AUDIT NUMBER: H96000009605 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/10/1996 TIME REQUESTED: 16:56:17
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JUL 11 AM 7:46

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H9600009605

ARTICLES OF INCORPORATION

TELENGLISH INCORPORATED

Article I - Name

The name of this corporation is TELENGLISH INCORPORATED.

Article II - Purpose

This corporation is organized to tele-market quality English instruction courses, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 1225 Country Club Prado, Coral Gables, Florida 33134.

The name of the initial Registered Agent of this corporation is JUAN LOAREZ RIVAS of 1225 Country Club Prado, Coral Gables, Florida 33134.

Article VI - Initial Board of Directors and Officers

This corporation shall have three (3) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are LINDA PERIOT, JUAN SUAREZ RIVAS, and JUAN MANUEL CAO, of 1225 Country Club Prado, Coral Gables, Florida 33134, who will also serve as respectively vice-president/treasurer, president, and vice-president/secretary of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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96 JUL 11 PM 37
TELENGLISH INCORPORATED
JUAN LOAREZ RIVAS
1225 COUNTRY CLUB PRADO
CORAL GABLES, FLORIDA 33134

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 496000009605Article VII - Incorporator

The name and address of the person signing these Articles is JUAN SUAREZ RIVAS, of 1225 Country Club Prado, Coral Gables, Florida 33134.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on July 9, 1996.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders. Provided, however that any decision substantially affecting corporate assets shall require the approval of no less than sixty seven (67%) per cent of all stockholders.


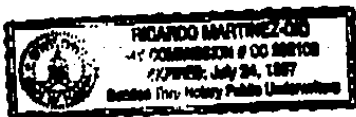
IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporation, this July 9, 1996.


JUAN SUAREZ RIVAS

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared JUAN SUAREZ RIVAS, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, we have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this July 9, 1996.


_____/ Notary Public

State of Florida at Large

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That TELENGLISH INCORPORATED, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named JUAN SUAREZ RIVAS, located at 1225 Country Club Prado, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of TELENGLISH INCORPORATED to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this July 9, 1996.


JUAN SUAREZ RIVAS
Registered Agent

96 JUL 11 PM 3:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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