

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-0171

800-342-8086

P96000082593

**CSC networks**

PRINCETON HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 109459 7101092

AUTHORIZATION : *Patricia Pijut*

COST LIMIT : \$ 70.00

FILED  
96 OCT -4 AM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 4, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 109459

CUSTOMER NO: 7101092

CUSTOMER: Ms. Tanishea Blair  
THE OFFICE ON SOUTH BEACH

300001965563

1445 Alton Road

Miami Beach, FL 33139

DOMESTIC FILING

NAME: LANGUAGE SCHOOLS OVERSEAS,  
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

W96-21057

RECEIVED  
96 OCT -4 AM 11:58  
DIVISION OF CORPORATION

*Dmc*  
*10/4/96*  
*KR 107.96*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 4, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: LANGUAGE SCHOOLS OVERSEAS  
Ref. Number: W96000021057

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for LANGUAGE SCHOOLS OVERSEAS and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The corporate name must be identical throughout the 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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 896A00045498

RECEIVED  
96 OCT -7 PM 12:15  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
LANGUAGE SCHOOLS OVERSEAS, INC.**

FILED  
96 OCT -4 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **LANGUAGE SCHOOLS OVERSEAS** INC.

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPLE OFFICE**

The address of the principle office of this Corporation is 1445 Alton Road, Miami Beach, Florida 33139 and the mailing address is the same.

**ARTICLE 4 - INCORPORATORS**

The name and street address of the incorporator of this Corporation is:

Gudrun Feuerbach Germandt  
1445 Alton Road  
Miami Beach, FL 33139

### **ARTICLE 5 - PRESIDENT**

The initial President of the Corporation shall be Gudrun Feuerbach Gernandt whose address shall be the same as the principal office of the Corporation.

### **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having no par value.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authoring the issuance of shares of stock any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting power, restriction, limitations as to the dividends, qualifications, or term or conditions of redemption of the stock.

### **ARTICLE 7 - SUB-CHAPTER S CORPORATION**

It is the intent of the incorporator that the corporation will qualify under section 1224 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as a S corporation.

### **ARTICLE 8 - POWERS OF THE CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE 10 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any shares or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is 1445 Alton Road, Miami Beach, Florida 33139. The name and address of the registered agent of this Corporation is Gudrun Feuerbach Gernandt, 1445 Alton Road, Miami Beach, FL 33139.

### **ARTICLE 12 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 14 - AMENDMENT**

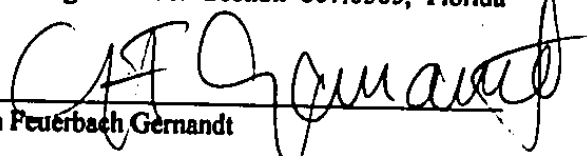
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of September 1996.

  
Gudrun Feuerbach Germandt, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Gudrun Feuerbach Germandt, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Gudrun Feuerbach Germandt

FILED  
96 OCT -4 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA