

Nicholas T. Schroeder
Attorney at Law
4010-D Newberry Road
Gainesville, Florida 32607

904-376-8118

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October 16, 1996

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

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-10/22/96--01057--009
*****70.00 *****70.00

Re: *Incorporation of FUN LANGUAGES GAINESVILLE, INC.*

Enclosed are the following:

1. Articles of Incorporation of FUN LANGUAGES OF GAINESVILLE, INC.,
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

EFFECTIVE DATE
11-1-96

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,

Nicholas T. Schroeder
Nicholas T. Schroeder

Enclosures (3)

FILED
96 OCT 21 PM 2:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/22

ARTICLES OF INCORPORATION
OF
FUN LANGUAGES GAINESVILLE, INC.

FILED
96 OCT 21 PM 2:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

EFFECTIVE DATE
11-1-96

The name of the corporation shall be FUN LANGUAGES GAINESVILLE, INC.

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1,000) shares having no par value common. All stock when issued shall be non-assessable. All stock of the corporation shall have limitations on the issue of or the transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon limitations on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part thereof, whether issued or to be issued, or for options for the purchase in the event of the sale of the stock issued by the corporation.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Beginning of Corporate Existence

The date corporate existence shall begin shall be November 1, 1996.

ARTICLE VII

Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be:

2616 NW 37th Terrace
Gainesville, Florida 32605

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

KAYDIE VISTELLE
2616 NW 37th Terrace
Gainesville, Florida 32605

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

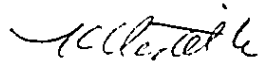
KAYDIE VISTELLE
2616 NW 37th Terrace
Gainesville, Florida 32605

ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated this 17th day of October, 1996.

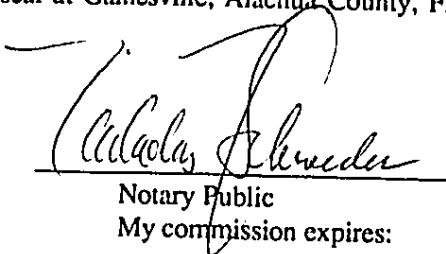


KAYDIE VISTELLE

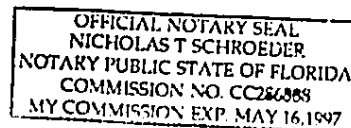
STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, KAYDIE VISTELLE, being well known or identified by her Florida Driver's License, and who did take an oath, acknowledged before me that she is a party to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be her free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Alachua County, Florida, this 17 day of October, 1996.



Notary Public
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FUN LANGUAGES GAINESVILLE, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at: 2616 NW
37th Terrace, Gainesville, FL, 32605, has named Kaydie Vistelle, located at:

2616 NW 37th Terrace
Gainesville, Florida 32607

as its agent to accept service of process within Florida.

K. Vistelle

KAYDIE VISTELLE,
President
Date:

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

K. Vistelle

KAYDIE VISTELLE
Registered Agent
Date:

FILED
96 OCT 21 PM 2:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA