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TRANSMITTAL LETTER

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

SUBJECT: __ENGLISHMAN IN NEW YORK, INC.__

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 19, 1996

DAVID J. LYONS P.O. BOX 451849 KISSIMMEE, FL 34745

SUBJECT: ENGLISHMAN IN NEW YORK, INC,

Ref. Number: W96000024522

We have received your document for ENGLISHMAN IN NEW YORK, INC, and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The document must include original signatures.

SEE R.A. CERTIFICATE

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) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 496A00052683

Mr. David J. Lyons P.O. Box 451849 Kissimmee, Fl. 34745

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

Nov. 26, 1996

This is in response to your inquiry regarding a daytime telephone number that you may reach me at. As I am in the entertainment business and am on the road traveling during the daytime concerning business affairs, the only number I am able to give you is (407) 292-0407. I may be reached at this number from time to time. I am sorry for any inconvenience this may prove to be, but as my affairs require considerable travel, I am unable to provide you an exact telephone number to reach me at during the daytime.

Any questions regarding this corporation may be obtained from Mr. Robert Moschel with Taxes International, Inc. in Kissimmee, Fl. at (407) 932-2033. Mr. Moschel has prepared my personal and corporate returns for 1994 and 1995. He will prepare my personal and corporate returns for 1996.

If you have any other inquiries concerning me personally or my business affairs, please feel free to write to me at the above address or you may try to telephone me. Again, Mr. Moschel should be able to answer any questions concerning my personal or corporate affairs.

Respectfully.

David I Lyons

ARTICLES OF INCORPORATION OF

___ENGLISHMAN IN NEW YORK, INC.__

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

ARTICLE I NAME

"ENGLISHMAN IN NEW YORK, INC."

ARTICLE II PRINCIPLE OFFICES

P.O. BOX 451849 KISSIMMEE, Florida, 34745

ARTICLE III DURATION

The period of its duration is perpetual.

ARTICLE IV PURPOSE

The purpose of this corporation is to engage in activities or business permitted under the laws of the United States of America and the State of Florida. The purpose of the corporation shall not be limited, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the corporation objectives.

ARTICLE V SHARES OF COMMON STOCK

The corporation is authorized to issue one hundred (100) shares of stock at \$2000 per share.

ARTICLE VI INITIAL REGISTER AGENT & ADDRESS

Robert D. Moschel Jr. 630 E. Vine St. Kissimmee, Florida, 34744

ARTICLE VII MANNER OF ELECTION OF OFFICERS & DIRECTORS

Election shall be by plurality of the votes east by the shares entitled to vote in the election at a meeting at which a quorum is present.

OFFICERS President David J. Lyons, P.O. Box 451849 Kissimmee, Fl. 34745

ARTICLE VIII INCORPORATORS

David J. Lyons 591-17-3343

ARTICLE IX AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for in the laws of this corporation and pursuant to Section 607.014, Florida Statutes, as amended.

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IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Article of Incorporation this
Aux M
Name of Incorporator
STATE OF FLORIDA COUNTY OF
The foregoing instrument was acknowledged before me this /2 day of //ov., 19 96 by AUID J. Lyons , who is it personally known to me, or () who produced
Notary Public State of Florida Notary Public State of Florida NOTARY Public State of Florida ROBERT D. MOSCHEL, JR My Comm Exp. 12/19/99 Royaled By Service ins

CERTIFICATE OF DESIGNATION REGISTERED AGENT & OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent and Office, in the State of Florida.

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1. The name of the corporation is:ENGLISHMAN IN NEW Y	ORK, INC
2. The name and address of the Registered Agent and Office is:	
ROBERT D. MOSCHEL JR	
630 E. VINE ST	
KISSIMMEE, FL 34744	
HAVING BEEN NAMED AS REGISTERED AGENT AND TO A OF PROCESS FOR THE ABOVE STATED CORPORATION AT DESIGNATION IN THIS CERTIFICATE, I HEREBY ACCEPT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CANAGREE TO COMPLY WITH THE PROVISIONS OF ALL STAT TO THE PROPER AND COMPLETE PERFORMANCE OF MY FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY REGISTERED AGENT.	THE PLACE OF THE APPOINTMENT PACITY. I FURTHER TUTES RELATING DUTIES, AND I AM
Signature (1-12-96) Date	96 DEC -2 PH 1:38 SECRETARY OF STATE TALLAHASSEE FLORIDA