

P97000019543

Requestor's Name

RAYMOND ZANGARI  
609 BRICKELL AVE  
MIA. FL. 33131

300002071523--8

-01/28/97--01185--005

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

MBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) (Document #) \_\_\_\_\_
2. \_\_\_\_\_ (Corporation Name) (Document #) \_\_\_\_\_
3. \_\_\_\_\_ (Corporation Name) (Document #) \_\_\_\_\_
4. \_\_\_\_\_ (Corporation Name) (Document #) \_\_\_\_\_

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W97-2576/

684/

FILED

97 FEB 28 AM 7:50



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

February 3, 1997

RAYMOND ZANGARI  
609 BRICKELL AVE  
MIAMI, FL 33131

SUBJECT: PADOVAN'S EASY LANGUAGES, INC.  
Ref. Number: W97000002574

We have received your document for PADOVAN'S EASY LANGUAGES, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 297A00005417

**ARTICLES OF INCORPORATION**  
OF  
**PADOVAN'S EASY LANGUAGES, INC.**

FILED  
97 FEB 28 AM 7:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of **PADOVAN'S EASY LANGUAGES, INC.** under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE 1. NAME**

The name of the corporation is:

**PADOVAN'S EASY LANGUAGES, INC.**

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

**ARTICLE III. DURATION**

The corporation will exist perpetually.

**ARTICLE IV. STATEMENT OF PURPOSE**

The general purpose or purposes for which the corporation is organized are as follows:  
To transact any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

## **ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or part in cash or other property, tangible or intangible, or in labor or services actually preformed for the corporation, with a value, in the judgement of the Directors, equivalent to or greater than the full par value of the shares.

## **ARTICLE VI. PREEMPTIVE RIGHTS**

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the Treasury of the Corporation, in the ratio that the number of shares of common stock held at the time of the issue bears the total number of shares of common stock outstanding. The right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within (30) days of written from the corporation inviting the holder to exercise the right. A holder of common stock shall not have, solely because of their holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his/her holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

**ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the corporation is 609 Brickell Avenue, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Raymond Zangari. The corporate mailing address is the same.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors:

Maria Padovan  
265 Grapetree Drive, Key Biscayne, FL 33149

Veronika Beyhaut  
265 Grapetree Drive, Key Biscayne, FL 33149

Raymond Zangari  
58 SW 17th Rd, Miami, Florida 33129

**ARTICLE IX.. INCORPORATOR**

The name and street address of the incorporator is:

Raymond Zangari  
58 SW 17th Rd, Miami, Florida 33129

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the shareholders any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### **ARTICLE X. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders except that the Board of Directors may not amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that the by-law is not subject to amendment or repeal by the Directors.

#### **ARTICLE XI. AMENDMENTS**

The corporation reserves the right to amend, alter change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this 15th day of January, 1997.

STATE OF FLORIDA  
COUNTY OF DADE

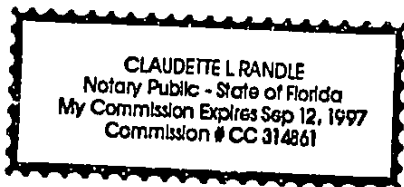
  
Raymond Zangari

The foregoing instrument was acknowledged before me this 23 day  
of JANUARY 1997, by Raymond Zangari.

Notary Seal:

  
Notary Public, State of Florida

My Commission Expires:



January 15, 1997

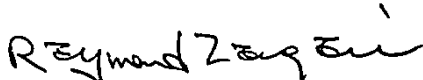
**Department of State**  
Division of Corporations  
P.O. Box 6327  
409 E. Gaines St.  
Tallahassee, Fl. 32314

**RE: Articles of Incorporation and Registered Agent Statement**

As designated Registered Agent, I understand and will comply with the conditions and responsibilities of the Registered Agent under Florida law.

Thank you.

Sincerely,

  
Raymond Zangari

FILED  
97 FEB 28 AM 7:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA