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FLORIDA DIVISION OF CORPORATIONS

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FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305) 374-7580
(305) 350-2446

FAX #:

NAME: SPEAK EASY LANGUAGE CENTERS, INC.

AUDIT NUMBER.....H98000016513

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SPEAK EASY LANGUAGE CENTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of the corporation is **SPEAK EASY LANGUAGE CENTERS, INC.** (hereinafter called the "Corporation").

ARTICLE II. - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The Corporation's principal office and mailing address is:

1025 N.E. 176 Street
North Miami Beach, Florida 33162

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and street address of the initial registered office of this Corporation are:

1025 N.E. 176 Street
North Miami Beach, Florida 33162

This instrument prepared by:
Brian S. Adler, Esquire
Florida Bar No. 0985074
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

**Articles of Incorporation of
Speak Easy Language Centers, Inc.**

Fax Audit No. H98-16513

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have 3 directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than two. The name and address of the initial directors of this Corporation are:

Deborah A. Lee
1025 N.E. 176 Street
North Miami Beach, Florida 33162

Kristin Hendry
1652 Madison Street #4
Hollywood, Florida 33020

Jerlynn Lee
1025 N.E. 176 Street
North Miami Beach, Florida 33162

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Kendall Sparkman
200 South Biscayne Boulevard
Suite 2500
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of August, 1998.


Kendall Sparkman
Incorporator

Articles of Incorporation of
Speak Easy Language Centers, Inc.

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

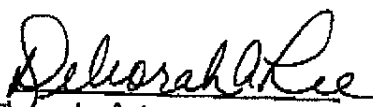
WITNESSETH:

That SPEAK EASY LANGUAGE CENTERS, INC., desiring to organize under the laws of the State of Florida, has named Deborah A. Lee, located at 1025 N.E 176 Street, North Miami Beach, Florida 33162, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

DATED this 27th day of August, 1998.


Deborah A. Lee,
Registered Agent

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TALLAHASSEE, FLORIDA

Articles of Incorporation of
Speak Easy Language Centers, Inc.

Fax Audit NO. H98-16513