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ACCOUNT NO. : 072100000032

REFERENCE : 056608 10127A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 8, 1998

ORDER TIME : 1:21 PM

ORDER NO. : 056608-005

CUSTOMER NO: 10127A

CUSTOMER: Charles Franken, Esq
CHARLES D. FRANKEN, ESQ
CHARLES D. FRANKEN, ESQ
Suite 360
8181 West Broward Boulevard
Plantation, FL 33324

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*****70.00 *****70.00

DOMESTIC FILING

NAME: ENGLISH ONLINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -8 PM 5:28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -8 PM 1:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -8 PM 5:29

ARTICLES OF INCORPORATION
OF
ENGLISH ONLINE, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

ENGLISH ONLINE, INC.

SECOND: The principal place of business and mailing address of this corporation shall be:

4077 N.E. 5th Terrace
Fort Lauderdale, FL 33334

THIRD: The aggregate number of shares of stock that this corporation is authorized to issue is Ten Million (10,000,000) Shares of one class only, \$.01 par value.

FOURTH: The street address of the initial registered office of the corporation is 8181 W. Broward Boulevard, Suite 360, Plantation, Florida 33324, and the name of the initial registered agent at such address for the corporation shall be CHARLES D. FRANKEN.


FIFTH: The number of initial Board of Directors shall be two (2) who shall be:

STEVEN J. DONAHUE
NASI N. LESKU

SIXTH: The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES D. FRANKEN	8181 W. Broward Boulevard Suite 360 Plantation, FL 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
7th day of DECEMBER, 1998.



CHARLES D. FRANKEN

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That ENGLISH ONLINE, INC. qualified to do business
under the laws of the State of Florida with its principal office at
4077 N.E. 5th Terrace, Fort Lauderdale, FL 33334, County of
Broward, State of Florida, hereby designates CHARLES D. FRANKEN,
whose address is 8181 W. Broward Boulevard, Suite 360, Plantation,
FL 33324 as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: 
CHARLES D. FRANKEN
(Registered Agent)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -8 PM 5:29