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TRANSMITTAL LETTER

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

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-10/20/98--01017--009
122.50 **84.75

SUBJECT: ACTION ENGLISH, INC.

Enclosed is our original and one (1) copy of the Articles of Incorporation and our check
for \$122.50 .

FROM: PETER C. BEMSKI

 2455 S. CLAYTON ST.

 DENVER, CO. 80210

 (303) 733-9037

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 AM 11:17

10-21
WS

**ARTICLES OF INCORPORATION
OF**

__ACTION ENGLISH, 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

"ACTION ENGLISH, INC."

ARTICLE II PRINCIPLE OFFICES

2455 S. Clayton St.
Denver, Colorado 80210

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. The initial corporate purpose is to teach individuals the English language, life style, and customs.

ARTICLE V SHARES OF COMMON STOCK

The corporation is authorized to issue one hundred (100) shares of stock at no par value.

ARTICLE VI INITIAL REGISTERED AGENT & ADDRESS

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

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ARTICLE VII MANNER OF ELECTION OF OFFICERS & DIRECTORS

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

OFFICERS Pres. Richard J. Spock, Av. Atlantica 1910, Rio de Janeiro, Brazil

Sec/Trea. Peter C. Bemski, 2455 S. Clayton St., Denver, CO. 80210

ARTICLE VIII INCORPORATORS

Richard J. Spock SS# 468-34-2266

Peter C. Bemski SS# 128-40-5348

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.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Articles of Incorporation this 8th day of October, 1998.

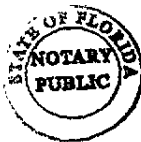
Richard J. Spock
Richard J. Spock

Peter C. Bemski
Peter C. Bemski

STATE OF FLORIDA
COUNTY OF Oswala

The foregoing instrument was acknowledged before me this 8th day of Oct., 1998 by Richard J. Spock & Peter C. Bemski, who is personally known to me, or who produced _____ as identification and who acknowledged before me that he/they executed this instrument.

Robert D. Moschel
Notary Public State of Florida



ROBERT D. MOSCHEL, SEAL
My Comm Exp. 12/19/99
Bonded By Service Ins
No. CC514698

Personally Known Other I.D.

**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.

1. The name of the corporation is: ACTION ENGLISH, INC.

2. The name and address of the Registered Agent and Office is:

ROBERT D. MOSCHEL JR. EA

630 E. VINE ST.

KISSIMMEE, FL. 34744

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE OF DESIGNATION IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Robert D. Moschel
Signature

10-8-98
Date