

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

LANGUAGE TRAINING CENTER, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Business Corporation Law, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin July 16, 1997.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Sixteenth day of July, 1997.


Deputy

ARTICLES OF INCORPORATION

State Form 4159 (R 7/8-89)

Approved by State Board of Accounts - 1989

Instructions: Use 8½ x 11 inch white paper for inserts.
Filing requirements - Present original and
one copy to the address in the upper right
corner of this form.

Provided by: JOSEPH H. HOGSETT

Secretary of State

Room 155, State House

Indianapolis, Indiana 46204

(317) 232-6576

Indiana Code 23-1-21-2

FILING FEE \$90.00

**ARTICLES OF INCORPORATION OF
LANGUAGE TRAINING CENTER, INC.**

The undersigned desiring to form a corporation (herein after referred to as "Corporation") pursuant to the provisions of:

☒ Indiana Business Corporation Law☐ Indiana Professional Corporation Act 1983

As amended, executes the following Articles of Incorporation:

ARTICLE I - NAME

Name of Corporation

Language Training Center, Inc.

(The name must contain the word "Corporation," "Incorporated," "Limited," "Company" or an abbreviation of one of those words.)

ARTICLE II - REGISTERED OFFICE AND AGENT

(The street address of the corporation's initial office in Indiana and the name of its initial registered agent at that office is:)

Name of Agent

Martin George

Street Address of Registered Office

7002 N. Graham Road, Suite 208, Indianapolis, Indiana

ZIP Code

46220

ARTICLE III - AUTHORIZED SHARES

Number of Shares: 1,000

If there is more than one class of shares, shares with rights
and preferences, list such information on "Exhibit A."

(See remainder of Article III on insert "A" attached hereto)

ARTICLE IV - INCORPORATORS

The name(s) and address(es) of the incorporator(s) of the corporation:

NAME	NUMBER AND STREET OR BUILDING	CITY	STATE	ZIP CODE
Martin George	7002 N. Graham Road, Suite 208	Indianapolis	IN	46220

(See Article V on insert "A" attached hereto)

In Witness Whereof, the undersigned being all the incorporators of said corporation execute these Articles of Incorporation and
verify, subject to penalties of perjury, that the statements contained herein are true.

This 14 day of July, 1997.

Signature

Martin George

Printed Name

Martin George

Signature

Printed Name

This instrument was prepared by (Name)

Matthew M. Price, McHale, Cook & Welch, p.c.

Address (Number, Street, City and State)

1100 Chamber of Commerce Building, Indianapolis, Indiana

ZIP Code

46204

LANGUAGE TRAINING CENTER, INC.

INSERT "A"

ARTICLE III (continued)

AUTHORIZED SHARES

Section 3.01. Classes of Shares. The authorized shares of the Corporation shall be of one class and shall be called common shares. The Corporation's common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

Section 3.02. Creation of Series - Preferences, Limitations, Rights. The Board of Directors may create one (1) or more series, and may determine, in whole or in part, the preferences, limitations, and relative voting and other rights (within the limitations set forth in the Indiana Business Corporation Law (the "Act")) of the sole class of shares before the issuance of any shares of that class, or one (1) or more series within that class before the issuance of any shares of that series.

Section 3.03. Share Dividends. Shares of one (1) class or series may be issued as a share dividend in respect of shares of another class or series.

ARTICLE V

MISCELLANEOUS

Section 5.01. Initial Board of Directors. The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Martin George	7002 N. Graham Road Suite 208 Indianapolis, Indiana 46220
Lin George	7002 N. Graham Road Suite 208 Indianapolis, Indiana 46220

* * *

Section 5.02. Removal of Directors. Any or all of the Directors may be removed at any time, for a specific cause found and determined by a vote of a majority of the entire Board of Directors. Any or all of the Directors may be removed, with or without cause, at a meeting of the Shareholders called expressly for that purpose, by a majority of the number of shares present at the meeting.

Section 5.03. Vacancies on Board of Directors. If any vacancy or vacancies occurring on the Board of Directors leaves the Board of Directors with no members or if the vote of the remaining members of the Board, as provided in the Bylaws, shall result in a tie, such vacancy may be filled by a vote of the Shareholders at a special meeting called or noticed for that purpose.

Section 5.04. Staggered Terms of Directors. The Bylaws may provide for staggering the terms of service of the Directors by dividing the total number of Directors into either: (1) two (2) groups, with each group containing one-half (1/2) of the total, as near as may be; or (2) if there are more than two (2) directors, three (3) groups, with each group containing one-third (1/3) of the total, as near as may be. In the event that terms are staggered, the terms of Directors in the first group expire at the first annual Shareholders' meeting after their election, the terms of the second group expire at the second annual Shareholders' meeting after their election, and the terms of the third group, if any, expire at the third annual Shareholders' meeting after their election. At each annual Shareholders' meeting held thereafter, Directors shall be chosen for a term of two (2) years or three (3) years, as the case may be, to succeed those whose terms expire.

Section 5.05. Amendment of Articles of Incorporation. The Corporation may amend the Articles of Incorporation at any time to add or change a provision that is required or permitted to be in the Articles of Incorporation or to delete a provision not required to be in the Articles of Incorporation. Whether a provision is required or permitted to be in the Articles of Incorporation is determined as of the effective date of the amendment.

Section 5.06. Shareholders' Rights. A Shareholder of the Corporation does not have a vested property right resulting from any provision in the Articles of Incorporation, or authorized to be in the Bylaws by the Act or the Articles of Incorporation, including provisions relating to management, control, capital structure, dividend entitlement, or purpose or duration of the Corporation.