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ATTORNEYS AT LAW - ABC GADGS

MICHELLE L. PERDOMO, J.D.
ADMITTED IN FLORIDA
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JOANN HENNESSEY, J.D., LL.M. IN ESTATE PLANNING
ADMITTED IN FLORIDA AND NEW YORK

OF COUNSEL:
AXEL HEYDASCH, J.D., LL.M. IN TAXATION
IRINA NEMTSEV, J.D.

SR. PARALEGAL:
SHELDON ZILBERT, J.D.

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E-MAIL IMMATTY@AOL.COM

February 14, 2001

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

RE: **WORLDWIDE LANGUAGES, L.L.C.**

Dear Sir or Madam,

Enclosed please find two copies of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$70.00 to cover the cost of the filing fee.
\$125.00

Once registered, please send a stamped copy to the undersigned. Should you have any questions or concerns please feel free to contact our office.

Sincerely,

LAW OFFICES OF MICHELLE L. PERDOMO & ASSOCIATES, P.A.

By: 
Michelle L. Perdomo, Esq.

Enclosures
MLP/jf

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TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
OF
WORLDWIDE LANGUAGES, L.L.C.

ARTICLE I

The name of this Limited Liability Company shall be:

WORLDWIDE LANGUAGES

ARTICLE II

This Limited Liability Company shall exist for a period of thirty years.

ARTICLE III

This Limited Liability Company is created for any lawful business purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

The members may contain the business of this business of this Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

ARTICLE IV

The place of business and mailing address of this Limited Liability Company shall be 1715 Espanola Drive, Coconut Grove, Florida 33133, and such other place or places as the members from time to time may determine. The initial registered agent of the Limited Liability Company shall be Michelle L. Perdomo, Esq.

The initial registered office address shall be 100 North Biscayne Blvd., Suite 3000, Miami, Florida 33132.

ARTICLE V

The members of this Limited Liability Company and their respective membership shares are:

DERFLA S.A.

100%

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TALLAHASSEE FLORIDA

ARTICLE VI

The Limited Liability Company will be managed by two managers. Mrs. Maria Ferrari and Mr. Alejandro Ferrari. Their address is

1715 Espanola Drive
Cocunut Grove, Florida 33133

ARTICLE VII

The Limited Liability Company does hereby indemnify its Managers for any of their conduct on behalf of or related to their duties as Manager of the Limited Liability Company and holds him harmless for any acts on behalf of or in connection with his services for the Limited Liability Company.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED
THESE ARTICLES OF ORGANIZATION.



Maria Ferrari member

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14
day of February, 2001, by Maria Ferrari, who have
personally appeared before me, who are personally know to me, and who did
take an oath.



Axel Heydasch
Commission # CC 729193
Expires Mar. 29, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.




NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Axel Heydasch

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TALLAHASSEE FLORIDA

WRITTEN ACCEPTANCE BY AGENT

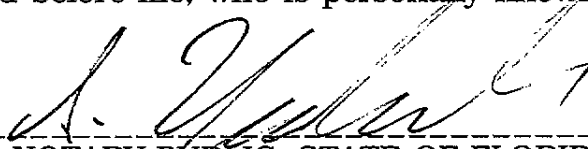
HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY. AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION.



Michelle L. Perdomo
AS REGISTERED AGENT FOR
WORLDWIDE LANGUAGES, L.L.C.

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14 day of February, 2001, by Michelle L. Perdomo who personally appeared before me, who is personally known to me, and who did take an oath.



NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Axel Heydasch

 Axel Heydasch
Commission # CC 729193
Expires Mar. 29, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
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TALLAHASSEE FLORIDA

WRITTEN ACCEPTANCE BY MANAGER

THE UNDERSIGNED ACCEPTS HER APPOINTMENT AS MANAGER
OF WORLDWIDE LANGUAGES, L.L.C.

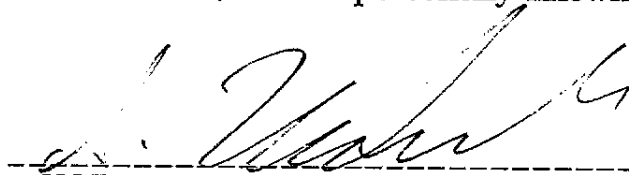
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE
THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND
COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION.



Maria Ferrari
AS MANAGER FOR
WORLDWIDE LANGUAGES

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14 day of
February, 2001, by Maria Ferrari, who
personally appeared before me, who is personally known to me, and who did
take an oath.



NOTARY PUBLIC, STATE OF FLORIDA
Print name: Axel Heydasch

 Axel Heydasch
Commission # CC 729193
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