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12/24/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: BUSINESS FILINGS

ACCT#: 105256001620

CONTACT: RICHARD OSTER

PHONE: (608)251-6600

FAX #: (608)251-6907

NAME: THE BILINGUAL PLACE...LLC

AUDIT NUMBER.....H97000021179

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1 PAGES..... 1

CERT. COPIES.....0 DEL.METHOD.. FAX

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**ARTICLES OF ORGANIZATION
OF The Bilingual Place... LLC.**

ARTICLE I NAME

The name of the limited liability company shall be: The Bilingual Place... LLC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 19106 Cellini Place, Lutz, FL 33549.

ARTICLE III INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Business Filings Incorporated., 1186 Ocean Shore Blvd., Suite 195, Ormond Beach, FL 32176.

ARTICLE IV DURATION

The duration for the limited liability company shall be: 12/31/2047.

ARTICLE V MEMBERS

Fabio Montoya, 19106 Cellini Place, Lutz, FL 33549.

Prepared by Richard Oster, 214 North Henry Street, Suite 201, Madison, WI 53703.
(608) 251-6600.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of The Bilingual Place... LLC
deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is: \$ 4,000.00
- 3) If any, the agreed value of property other than cash contributed by member is: \$ 2,676.00
- 4) The amount of cash or property anticipated to be contributed by members is: \$ 35,000.00
- 5) The total amounts of 2, 3, and 4 is: \$ 41,676.00


Fabio Montoya, Member

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Property Description:

Computer: NEW - Dell Dimension XPS 233MHz Pentium II Minitower, including 32MB of RAM, 6.4GB hard drive, 56K modem, 12/24X CD ROM, STB Velocity Video Board, Altec ACS90 speakers. MS OFFICE 97 Small Business Edition, MS Windows 95 O/S.

Value: \$ 2,101.00

Monitor: Sony 15SPF

Value: \$ 325.00

Power Supply: NEW - Uninterrupted APC 420 Pro Power Supply.

Value: \$ 250.00

TOTAL: \$ 2,676.00

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE


PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the limited liability company is: The Bilingual Place ... LLC.

The name and address of the registered agent and office is: Business Filings
Incorporated., 1186 Ocean Shore Blvd., Suite 195, Ormond Beach, FL 32176.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated 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.

Signature: _____


Richard Oster, Vice President
Business Filings Incorporated.

Date 12/29/97

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