

No 1000007377

October 10, 2001

FILED

01 OCT 15 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: TRANSLEX INTERNATIONAL, INC.

700004636447--0
-10/15/01--01050--021
*****78.75 *****78.75

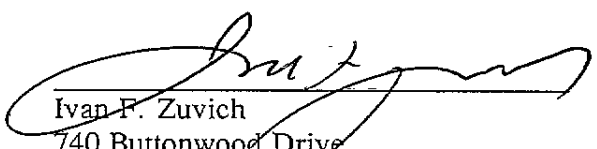
Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$78.75. Please file the Articles, issue and return to me a certified copy of same and my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,


Ivan P. Zuvich
740 Buttonwood Drive
Merritt Island, Florida 32953
(321)453-9535

B. BROWN OCT 17 2001

**ARTICLES OF INCORPORATION
OF
TRANSLEX INTERNATIONAL, INC.
A FLORIDA NONPROFIT CORPORATION**

FILED
01 OCT 15 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is TRANSLEX INTERNATIONAL, INC.

ARTICLE II - DURATION

The duration of the Corporation is perpetual.

ARTICLE III - PURPOSES

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are:

to provide TOEFL, English, and translation training and education over the internet and through local businesses via international exchange programs.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE IV - MEMBERS

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and

privileges as are set forth in the Bylaws, but who shall not have the right to vote. The names and addresses of each Voting Members are as follows:

TATYANA M. ZUVICH
740 Buttonwood Drive
Merritt Island, FL 32953

IVAN F. ZUVICH
740 Buttonwood Drive
Merritt Island, FL 32953

OLGA Y. SHILOVA
740 Buttonwood Drive
Merritt Island, FL 32953

MARCOS D. LOPEZ
740 Buttonwood Drive
Merritt Island, FL 32953

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent is IVAN F. ZUVICH, and the initial registered office is 740 Buttonwood Drive, Merritt Island, FL 32953.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Directors are elected or appointed as stated in the bylaws. The initial Board of Directors shall have four members whose names and addresses are:

TATYANA M. ZUVICH
740 Buttonwood Drive
Merritt Island, FL 32953

IVAN F. ZUVICH
740 Buttonwood Drive
Merritt Island, FL 32953

OLGA Y. SHILOVA
740 Buttonwood Drive
Merritt Island, FL 32953

MARCOS D. LOPEZ
740 Buttonwood Drive
Merritt Island, FL 32953

The number of directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is 740 Buttonwood Drive, Merritt Island, FL 32953, and is the same address as the initial registered agent of the corporation as contained in Article V of these Articles of Incorporation.

ARTICLE VIII - OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The names, titles and addresses of each of the initial Officers of the Corporation are as follows:

President

TATYANA M. ZUVICH
740 Buttonwood Drive
Merritt Island, FL 32953

Secretary

IVAN F. ZUVICH
740 Buttonwood Drive
Merritt Island, FL 32953

Vice President

OLGA Y. SHILOVA
740 Buttonwood Drive
Merritt Island, FL 32953

Treasurer

MARCOS D. LOPEZ
740 Buttonwood Drive
Merritt Island, FL 32953

ARTICLE IX - INCORPORATORS

The names and address of the incorporators of this corporation are: TATYANA M. ZUVICH, IVAN F. ZUVICH, 740 Buttonwood Drive, Merritt Island, FL 32953.

ARTICLE X - NONSTOCK BASIS

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE XI - DISSOLUTION OF CORPORATION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding exclusive public purposes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 10th day of October, 2001.

Tatyana M. Zuvich
TATYANA M. ZUVICH

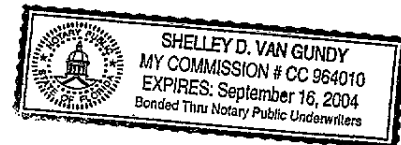
Ivan F. Zuvich
IVAN F. ZUVICH

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 10th day of October, 2001, by TATYANA M. ZUVICH and IVAN F. ZUVICH, who are personally known to me or who have produced FL. Driv. Lic. as identification.

Shelley D. Van Gundy
Notary Public, State of Florida

REGISTERED AGENT



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 am familiar with and accept the obligations of my position as registered agent.

Ivan F. Zuvich
IVAN F. ZUVICH
740 Buttonwood Drive
Merritt Island, Florida 32953

FILED
01 OCT 15 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA