

*P01000091555*

THE LANGUAGE GROUP. INC.  
7370 NW. 36<sup>th</sup> Street Suite 230  
Miami, Fl. 33166  
Telephone (305) 463-0809 Fax (305) 594-4255

FILED

01 SEP 17 AM 9:04

RECEIVED  
TALLAHASSEE, FLORIDA

September 15, 2001

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Fl. 32399

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-09/17/01--01087--002

\*\*\*\*131.25 \*\*\*\*87.50

*ju* 87.50

Re: Articles of Incorporation.

Dear Sir:

Enclosed for filing are an original and a copy of the Articles of Incorporation of the referenced Corporation, Also enclosed is a check for the amount of \$ 87.50, as a payment for the followings:

- |                               |   |          |
|-------------------------------|---|----------|
| A) Filing fee                 | } | \$ 87.50 |
| B) Registered fee             |   |          |
| C) Certified copy of Articles |   |          |
| D) Certificate of Status      |   |          |

Please return the certified copy of the Articles of Incorporation to me as soon as possible they have been filed.

Thank you for your assistance and cooperation.

Very truly yours,

*Louis R. Franco*  
Louis R. Franco  
Incorporator

B. BROWN SEP 19 2001

ARTICLES OF INCORPORATION  
OF  
THE LANGUAGE GROUP, INC.

FILED  
01 SEP 17 AM 9:04  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I  
NAME

The name of this corporation is:

"THE LANGUAGE GROUP, INC."

ARTICLE II  
DURATION AND BEGINNING OF CORPORATE EXISTENCE.

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the times of filing of the Articles by the Department of State, State of Florida.

ARTICLE III  
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

1. All lawful purposes.

2. To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states and countries.
4. To contract debts, and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership including the right to vote such stock.

7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.
8. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having \$1.00 par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon; and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or the Directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

The amount of capital with which this corporation may begin business shall not be less than FIVE HUNDREDD (\$500.00) Dollars.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered office of the corporation in the State of Florida is: 7370 NW. 36<sup>TH</sup> Street Suite 230, Miami Fl, 33166 and the name of the initial registered agent of this corporation is LOUIS R. FRANCO.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The Principal place of business and mailing address of this corporation shall be:

7370 NW. 36<sup>th</sup> Street, Suite 230  
Miami, Fl. 33166

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have (two) Directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the members of the first Board of Directors and officers who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are as follows:

Louis R. Franco	}	President & Secretary
10031 SW. 40 <sup>th</sup> Ter.		
Miami, Fl. 33165-5026		

Paula Franco	}	V-P Treasurer
10031 SW. 40 <sup>th</sup> Ter.		
Miami, Fl. 33165-5026		

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator subscribing to these Articles of Incorporation is: Louis R. Franco, 10031 SW 40<sup>th</sup> Ter, Miami Fl. 33166-5026.

**ARTICLE IX  
BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation or any former officer, director, employee or agent of the corporation or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE XI  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon.

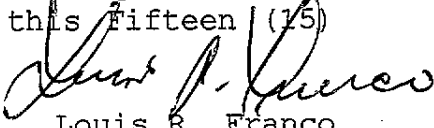
**ARTICLE XII  
LIMITATION**

The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation; and such agreements may include any limitation upon the transferability of assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock; and such agreement shall be valid and this corporation may join as a party thereto.

ARTICLE XIII

This Corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deems meet and expedient and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, trust or pledge to secure the indebtedness of the corporation.

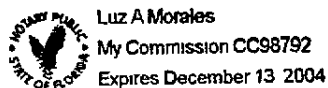
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this Fifteen (15) days of September, 2001

  
Louis R. Franco  
Incorporator

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF BROWARD     )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LOUIS R. FRANCO known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this fifteen (15) days of September, 2001.



  
Notary Public  
State of Florida at Large

My commission expires:

CERTIFICATE OF REGISTERED AGENT  
OF  
THE LANGUAGE GROUP, INC.

FILED  
01 SEP 17 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT IN SECTION 48.091 AND 607.0501 OF THE Florida Statutes, the following is submitted in compliance therewith:

That THE LANGUAGE GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office in 7370 NW.36<sup>th</sup> Street Suite 230, Miami Fl. 33166 His name, Luois R. Franco, its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 herby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues 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.

Dated this Fiteen (15) days of September 2001.



LOUIS R. FRANCO