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Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**LINGUISTLINK USA CORPORATION.**

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**ARTICLES OF INCORPORATION**

**OF**

**LINGUISTLINK USA CORPORATION.**

**ARTICLE I - NAME**

The name of this corporation is: **LINGUISTLINK USA CORPORATION**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock at \$5.00 par value.

**ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT  
AND PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation is:  
**782 N.W. LeJeune Road Suite # 428 Miami, Florida 33126**

The name of the initial registered agent of this corporation at that address is  
**MAGALLI PUIG**

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**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws.  
The names and addresses of the initial directors of this corporation is:

**LIGIA M. CORDERO**  
**DE RAMIREZ**

**782 N.W. LeJeune Road**  
**Suite # 428**  
**Miami, Florida 33126**

**ARTICLE IX - INCORPORATORS**

The name and address of the person signing these Articles is:

**LIGIA M. CORDERO**  
**DE RAMIREZ**

**782 N.W. LeJeune Road**  
**Suite # 428**  
**Miami, Florida 33126**

**ARTICLE X - BY LAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and shareholders.

**ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

**LIGIA M. CORDERO**  
**DE RAMIREZ**

100% Shares

**782 N.W. LeJeune Road**  
**Suite # 428**  
**Miami, Florida 33126**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

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**ARTICLE XII - CUMULATIVE VOTING**

At each election for directors each shareholders entitled to vote at such election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such number of such candidates.

**ARTICLE XIII - CALLING OF SPECIAL MEETINGS**

Special meetings of the shareholders may be called by the Board of Directors.

**ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 24 day of June 2004.

  
LIGIA M. CORDERO DE RAMIREZ

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## STATE OF FLORIDA

## DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the  
Services of Process Within This State, Naming Agent  
Upon Whom Process May Be Served and Names  
and Addresses of the Officers  
and Directors

LINGUISTLINK USA CORPORATION.

The following is submitted, in compliance with Chapter 48.091, Florida Statute:

LINGUISTLINK USA CORPORATION.

a corporation organized or organizing under the laws of the State of Florida with its principal office at 782 N.W. LEJEUNE ROAD SUITE # 428 Miami, Florida 33126 in the city of Miami county of Miami Dade, State of Florida has named MAGALI L. PUIG located at 782 N.W. LEJEUNE ROAD SUITE # 428 Miami, Florida 33126 in the city of Miami, county of Miami Dade County, State of Florida as its agent to accept service of process within this State.

NAMESPECIFIC ADDRESSLIGIA M. CORDERO  
DE RAMIREZ782 N.W. LeJeune Road  
Suite # 428  
Miami, Florida 33126

## DIRECTORS:

NAMETITLESPECIFIC ADDRESSLIGIA M. CORDERO  
DE RAMIREZ

PRE/SEC

782 N.W. LeJeune Road  
Suite # 428  
Miami, Florida 33126

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LAZARUS CORPORATION

FAX: 3052201440

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ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

  
MAGALI L. PUIG

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