

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W93000000865

006118

006215, 006111

JAN 12 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN Will Pick Up 1-12 12:00

RE: Interact with
languages, Inc.

	COPYEE.	DISBURSED
Capital Connection		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S:		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FILED
 JAN 12 PM 12:17
 TALLAHASSEE, FL
 7000011275BT
 -01212295-01025-013
 ***122.50 ***122.50

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 12, 1995

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: INTERACT WITH LANGUAGES, INC.
Ref. Number: W95000000865

We have received your document for INTERACT WITH LANGUAGES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 795A00001468

ARTICLES OF INCORPORATION
OF
INTERACT WITH LANGUAGES, INC.

FILED

95 JAN 12 PM 2:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby organize for becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

INTERACT WITH LANGUAGES, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

2818 Magnolia Avenue, Lakeland, Florida 33813

The name of the initial registered agent of this Corporation at that address is:

LILLIAM G. PARSONS

ARTICLE VII

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

LILLIAM G. PARSONS, 2818 Magnolia Avenue, Lakeland, FL 33813

ARTICLE XI - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

LILLIAM G. PARSONS, 2818 Magnolia Avenue, Lakeland, FL 33813

ARTICLE X - BYLAWS

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

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

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

LILLIAM G. PARSONS, 100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons 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.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - 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 shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 4th day of January, 1995.



WILLIAM G. PARSONS

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared LILLIAM G. PARSONS, who, being first duly sworn, deposes and says that she is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 4th day of January, 1995.


NOTARY PUBLIC
Lynn Whitman

My Commission



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted.

INTERACT WITH LANGUAGES, INC.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of Incorporation at 2818 Magnolia Avenue, Lakeland, County of Polk, State of Florida, has named

LILLIAM G. PARSONS

at that address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


LILLIAM G. PARSONS

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FOR THE SERVICES OF PROCESS WITHIN THIS STATE
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LILLIAM G. PARSONS

FILED
JAN 12 PM 2:12
CLERK OF COURT
JANESVILLE, FLORIDA