

P950000 46839

Law Offices

MURPHY AND O'BRIEN
A NON PARTNERSHIP ASSOCIATION
4770 BISCAYNE BOULEVARD, SUITE 900
MIAMI, FLORIDA 33137

TELEPHONE (305) 571-5008
TELEFAX (305) 571-0008

WILLIAM F. MURPHY III
WILL MURPHY
JOHN J. O'BRIEN
OF COUNSEL

June 7, 1995

BRANCH OFFICE:
3135 S.W. THIRD AVENUE
MIAMI, FL 33129
TELEPHONE (305) 854-6738
TELEFAX (305) 854-6780

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **BI-CULTURAL, INC.**
OUR FILE NO. 161

100001510981
-06/12/95--01047--013
*****70.00 *****70.00

Gentlemen:

Enclosed please find our Firm Trust Account Check No. 3966 in the amount of \$70.00 for the following:

1. Profit corporation filing fee	\$35.00
2. Registered agent designation	<u>35.00</u>
	\$70.00

If you have any questions as to the above, please don't hesitate to contact our office.

Very truly yours,

Maria Martinez
Maria Martinez

WFM/mcm

Enclosure

WMC
6/15/95

FILED
95 JUN 12 PM 1:02
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BI-CULTURAL, INC.

FILED
95 JUN 12 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this Corporation is BI-CULTURAL, INC.

ARTICLE II: NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, specifically including but not limited to: translation of manuals, documents, books, videos, cassettes, films, and software; interpretation services, proofreading and editing, voice-overs, narration, foreign language instruction, transcription services, desktop publishing, and representation of other companies offering teaching and training aids.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of \$1.00 par value common stock.

ARTICLE IV: TERM OF EXISTENCE

This Corporation shall have perpetual existence.

**ARTICLE V: INITIAL REGISTERED AGENT/
CORPORATION ADDRESS**

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

WILLIAM F. MURPHY
4770 BISCAYNE BOULEVARD
SUITE 960
MIAMI, FLORIDA 33137

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

the Corporation address is: 4770 BISCAYNE BOULEVARD
SUITE 960
MIAMI, FLORIDA 33137

ARTICLE VI:

BOARD OF DIRECTORS

This Corporation shall have THREE Directors initially. The number of Directors may be increased or diminished from time to time by way of bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII:

INITIAL DIRECTORS

The names of the initial directors of this Corporation are:

IVAN ARAGON
AMPARO BARRERO
PILAR ARAGON

ARTICLE VIII:

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

WILLIAM F. MURPHY
4770 BISCAYNE BOULEVARD
SUITE 960
MIAMI, FLORIDA 33137

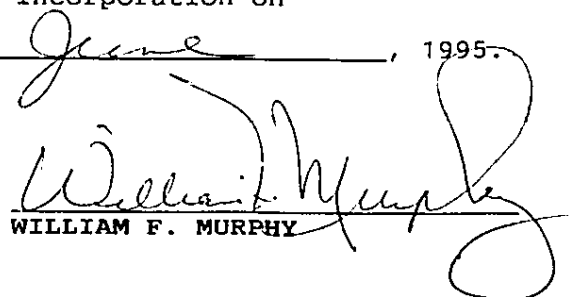
ARTICLE IX:

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, approved at a Stockholder's meeting by at least a majority of the stockholders entitled to vote, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on

this 6th day of June, 1995.



WILLIAM F. MURPHY

FILED

ACCEPTANCE BY REGISTERED AGENT

95 JUN 12 PM 4:02

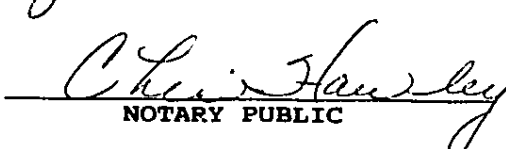
I heroby am familiar with and accept the duties and responsibilities as Registered Agent for the Corporation known as **BI-CULTURAL, INC.**, and to whose article this acceptance is attached. **STATE OF FLORIDA**


WILLIAM F. MURPHY
4770 BISCAYNE BOULEVARD, SUITE 960
MIAMI, FLORIDA 33137

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared **WILLIAM F. MURPHY** to me well known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on June 6, 1995.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



CHERI DAWN HAWLEY
My Commission CC#052111
Expires Sep. 08, 1998
Bonded by HAI
800-422-1665