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EMPIRE CORPORATE KIT COMPANY
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((H90000012600 01))

TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)641-3694

FAX #: (904)922-4001
ACCT#: 072450003200
FAX #: (305)641-3770

NAME: BIGCAYNE BABEL, INC.
AUDIT NUMBER.....H90000012600
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION

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OR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BISCAYNE BABEL, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is BISCAYNE BABEL, INC.

ARTICLE II. PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida under Chapter 607 of the Florida Statutes.

ARTICLE III. STOCK

The maximum number of shares of common stock outstanding at any one time shall be 500 shares, all of one class, with nominal or par value of \$1.00 per share.

ARTICLE IV. DURATION

The corporation shall have a perpetual existence.

Rubin & Rubin, P.A.
18425 N.W. 2nd Avenue
Suite 305
Miami, Florida 33169
Florida Bar No. 298336

(305)

651-4100

Andrew S. Rubin, Esq.

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ARTICLE V. PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

P.O. Box 381703
Miami, Florida 33238

with the privilege of having branch offices at any other place.

ARTICLE VI. REGISTERED AGENT

The Registered Agent for service upon this corporation shall be Andrew S. Rubin.

ARTICLE VII. SERVICE

The registered office address for service upon this corporation shall be:

18425 N.W. 2nd Avenue
Suite 305
Miami, Florida 33169

ARTICLE VIII. DIRECTORS

The number of directors of this corporation shall not exceed 3 individuals, and the names and post office addresses of the persons who shall constitute the first Board of Directors are as follows:

Todd Leoni
P.O. Box 381703
Miami, Florida 33238

ARTICLE IX. SUBSCRIBER

The names and post office addresses of the subscriber of the certificate of incorporation is as follows:

Andrew S. Rubin
18425 N.W. 2nd Avenue
Suite 305
Miami, Florida 33169

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ARTICLE X. INTERLOCKING DIRECTORS

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or are directors or officers of such other corporation.

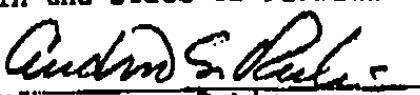
IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami, Florida on September 11, 1996.


Andrew S. Rubin

In compliance with Section 48.091, Florida Statutes, the following is submitted:

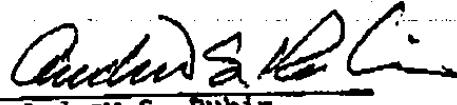
BISCAYNE BABEL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, Florida, has named Andrew S. Rubin, 18425 N.W. 2nd Avenue, suite 305, Miami, Florida 33169, as its agent to accept service of process within the State of Florida.

7/11/96
Date


Andrew S. Rubin

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

9/11/96
Date


Andrew S. Rubin

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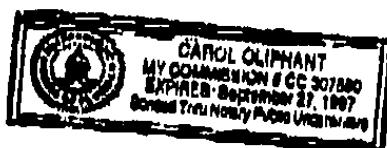
STATE OF FLORIDA)
COUNTY OF DADE) MM1
)

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On this 11th day of September, 1996, before me personally appeared Andrew S. Rubin, as Incorporator and Registered Agent of BISCAYNE BABEL, INC., having subscribed to these Articles of Incorporation, who is known to me and did take an oath.

Carol Oiphant
Notary Public State of Florida

My Commission Expires:



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TOTAL P.05