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PAIER © WALROTH-SADURNI

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

MIAMI

MÉXICO D.F.

Stephen P. Walroth-Sadurni, J.D.
Admitted in Florida

CORRESPONDENT OFFICES
NEW YORK
PANAMA

16 December 1996

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation: Merhige & Associates, Inc.

500002034685--8
-12/20/96--01027--002
***122.50 ***122.50

Dear Secretary of State:

Enclosed are the original and one copy of the Articles of Incorporation of Merhige & Associates, Inc., a Florida for profit corporation. We would appreciate your filing of these and sending us a certified copy with the applicable filing information in the enclosed self-addressed, stamped envelope. We are enclosing our firm's check in the amount of \$122.50 to cover the following costs:

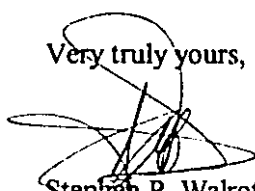
Filing Fee	\$70.00
Certified Copy	<u>52.50</u>

Total \$122.50

EFFECTIVE DATE
12-13-96

Thank you for your prompt attention to this matter.

Very truly yours,


Stephen P. Walroth-Sadurni, Esq.

SPWS/mw
Enclosures

FILED
96 DEC 20 PM 2:18
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MERHIGE & ASSOCIATES, INC.

FILED

96 DEC 20 PM 2:18

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-13-96

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Merhige & Associates, Inc.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation (hereinafter, "Corporation"), or the objects or purposes of this Corporation, shall be as follows:

- (a) to engage in the business of providing English-Spanish translation, interpretation and instruction services;
- (b) to engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the Corporation;
- (c) to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;

(d) to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, or invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description;

(e) to purchase, lease and hold real and personal property (including, any and all estates and interests therein, and chooses in action secured thereby); to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and, to transact all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of this Corporation;

(f) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

(g) to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(h) to purchase, sell and transfer shares of its own capital stock;

(i) to acquire, enjoy, utilize and to dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder; and

(j) in general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the

general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III

Principal Office

The principal office of the Corporation shall be located at:

148 Morningside Drive
Coral Gables, Florida 33133

And the Mailing address shall be:

148 Morningside Drive
Coral Gables, Florida 33133

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the Stockholders of this Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor

or services actually performed for this Corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of Directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this Corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, provided these Articles are filed by the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this Corporation thereafter shall be perpetual.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 999 Brickell Avenue, Suite 1006, Miami, Florida 33131; and the initial Registered Agent of this Corporation at such office shall be Stephen P. Walroth-Sadumi. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of Directors to be fixed from time to time by the Stockholders or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the Stockholders. A quorum for the transaction of business at meetings of the Board of Directors shall consist of a majority of the number of Directors determined from time to time to comprise the Board of Directors, and, the acts of a majority of the Directors present at a meeting at which a quorum is present shall constitute the acts of the Corporation. Subject to the by-laws of this Corporation, meetings of the Board of Directors may be held within or without the State of Florida. Directors need not be Stockholders. The Stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member, each such member to hold office until his or her successor has been duly elected and qualifies. The names and street addresses of the initial Director is:

<u>Name</u>	<u>Address</u>
Suzanne Merhige	148 Morningside Drive Coral Gables, Florida 33133

ARTICLE IX

Incorporator

The name and street address of the Incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Suzanne Merhige	148 Morningside Drive Coral Gables, Florida 33133

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this Corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this Corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed, or a new by-law in lieu thereof may be adopted, by a majority vote of the Stockholders entitled to vote thereon. No by-law which has been altered, amended or adopted by such a vote of the Stockholders may be altered, amended or repealed by the vote of the Directors until two years shall have expired since such action by vote of such Stockholders.

(b) The by-laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation


This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the Stockholders herein are subject to this reservation.

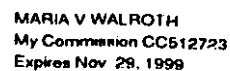
ARTICLE XII

Applicability of Section 607.0901

The provisions of Section 607.0901, Florida Statutes, relating to *Affiliated Transactions* shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


Suzanne Merhige, as Incorporator



ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED

(Fla Stat. §607.0501)

96 DEC 20 PM 2:18

T. L. ...
TE
NDA

The undersigned, Stephen P. Walroth-Sadurni, having been named as registered agent to accept service of process for Merhige & Associates, Inc., at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 11th day of December, 1996.



Stephen P. Walroth-Sadurni