

P 9700005598

11/26/97. Theresa

Elpas B. Rudnikas
Requestor's Name
3670 NW 6 Street 2nd floor

Miami FL - 33125
Address
City State ZIP Phone

642-5000 #2225A

VALIDATION ONLY

Charter Number

FILED
8 JAN 16 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002360542--8
-12/02/97--01039--028
*****35.00 *****35.00

CORPORATION(S) NAME

Interpreters, Inc.

RECEIVED
97 DEC -2 AM 10:13
DIVISION OF CORPORATION

FILED
98 JAN 16 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Non Profit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

AMEND
KPC
1221 Initial
Inc.

Empire Toll Free: 1-800-432-3028



ELIAS B. RUDNIKAS
ATTORNEY AT LAW

TELEPHONE
(305) 642-5000
FACSIMILE
(305) 541-4690

3670 NW. 6 STREET
SECOND FLOOR
MIAMI, FLORIDA 33125-4067

January 13, 1998

Karen Gibson,
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: SUBJECT: Interpreters Inc.
Reference #: P97000005598
Letter #: 397A00056928

Dear Ms. Gibson:

Thank you for enlightening me on this subject. Per your instructions I have attached copy of your letter to me together with the corrected amended articles of incorporation.

If there are any problems, do not hesitate to call. My toll free number is 1-800-987-9878.

Sincerely,

A handwritten signature in dark ink, appearing to read "E. B. Rudnikas", written over a horizontal line.

ELIAS B. RUDNIKAS, ESQUIRE
EBR/tg

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 2, 1997

EMPIRE

MIAMI, FL

SUBJECT: INTERPRETERS, INC.
Ref. Number: P97000005598

We have received your document for INTERPRETERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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
(850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 397A00056928

AMENDED ARTICLES OF INCORPORATION

OF

INTERPRETERS, INC.

FILED
98 JAN 16 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors and shareholders of INTERPRETERS, INC., a corporation under the Florida General Corporation Act, have, on the 14th of November 1997, voted to Amend the Articles of Incorporation and the number of votes cast for the amendments was sufficient for approval. Therefore, the shareholders and officers adopt the following Amended Articles of Incorporation for such corporation:

FIRST: The name of the corporation is INTERPRETERS, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 2000 shares of Capital Stock with a par value at One Dollar per share.

Initial Issue. 2,000 shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are

not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The current address in Florida of the registered and principal office of the corporation is:

19 West Flagler Street, Suite M115, Miami, Florida 33130, and the name of the resident agent at that address is ASTRID C. PERDOMO.

SIXTH: The board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the next annual meeting of the shareholders, or until their successors shall have been elected and qualified are as follows:

ASTRID C. PERDOMO
11 Antilla Ave., #C
Coral Gables, Florida 33134
50% of the shares
President/Secretary/Resident Agent

ELIAS B. RUDNIKAS
3670 N.W. 6 Street
Second Floor
Miami, Florida 33125
50% of the shares
Vice-President/Treasurer

EIGHTH: The names and addresses of the initial incorporator is as follows:

ASTRID C. PERDOMO
11 Antilla Ave., #C
Coral Gables, Florida 33134

NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of common stock.

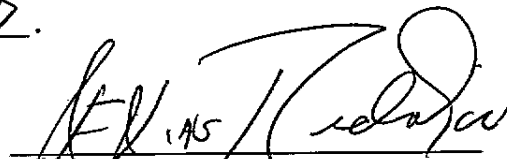
YBA
ACA

TENTH: The holders of the common stock of this corporation shall

have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or and property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive rights of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these amended articles of incorporation at Miami, Florida, on the 13th day of January, 1997.


ASTRID C. PERDOMO
PRESIDENT/SECRETARY/RESIDENT AGENT


ELIAS B. RUDNIKAS
VICE PRESIDENT/TREASURER

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ASTRID C. PERDOMO and ELIAS B. RUDNIKAS who are to me well known to be the persons described in the above amended articles of incorporation, and they did and voluntarily acknowledged to me that they made and subscribed the same for the uses and purposes therein mentioned set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in said County and State this 13th day of January, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



TERESA GALINDO
My Commission CC482939
Expires Jul. 23, 1999
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-- That INTERPRETERS, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ASTRID C. PERDOMO
(City) (Resident Agent)

LOCATED AT 19 W. Flagler Street, Suite M115, Miami, Florida 33130
(Street Address and Number of Building)
(Post Office Boxes are not acceptable)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


ASTRID C. PERDOMO, Corporate Officer

President/Secretary

Date

1/13/97

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.

SIGNATURE


ASTRID C. PERDOMO (Resident Agent)

1/13/97
(DATE)