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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: HERO LANGUAGE CONVERSIONS, INC.

AUDIT NUMBER.....H97000005401

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
HERO LANGUAGE CONVERSIONS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is HERO LANGUAGE CONVERSIONS, Inc.

ARTICLE II
COMMENCEMENT OF THE CORPORATE EXISTENCE

The corporate existence commences on the 1st day of April, 1997.

ARTICLE III
PRINCIPAL OFFICE

The mailing address of this corporation HERO LANGUAGE CONVERSIONS, Inc., C/O Andrew A. Ostrow, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

ARTICLE IV
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) at \$1.00 par value.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Andrew A. Ostrow, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A) Board of Directors.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than one (1) person. The number of Directors of the corporation shall be two (2), provided however, that such number may be changed by a By-Law duly adopted by the shareholders.

Andrew A. Ostrow, Esquire
505 South Flagler Drive
Suite 1001 / FBN.287075
West Palm Beach, Florida 33401
Telephone: 561/835-0730
Facsimile: 561/655-7972

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The Directors named herein as the first Board of Directors shall hold office until the first meeting of shareholders at which time an election of Directors shall be held.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Robert Behar 7291 N.W. 74th Street
Miami, Florida 33166

Daniel Sawicki 7291 N.W. 74th Street
Miami, Florida 33166

B) Corporate Officers.

The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VII
INCORPORATORS

The names and street address of the Incorporator to these articles of incorporation are Andrew A. Ostrow, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

ARTICLE VIII
PURPOSE

The purpose or purposes for which the corporation is organized are: To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

The undersigned, for the purpose of forming this corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 1st day of April, 1997.


Andrew A. Ostrow

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REGISTERED AGENT AND OFFICE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is HERO LANGUAGE CONVERSIONS, Inc.
2. The name of the registered agent is Andrew A. Ostrow.
3. The address of the registered agent/registered office is Andrew A. Ostrow, Esquire, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


 Andrew A. Ostrow

Date: April 1, 1997.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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