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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANDREW D. WASHOR, P.A.
Of Counsel

(954) 467-8118

June 16, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

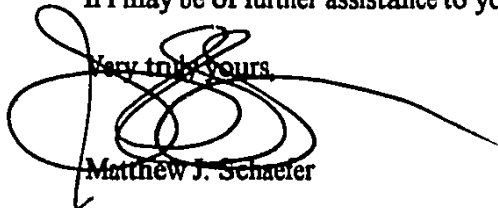
Re: Certified Realtime Captioning Company

Gentlemen:

Enclosed are the Articles of Incorporation for the above-named company, along with a check for the filing fee and certified copy in the amount of \$122.50.

If the certified copy is to be forwarded to the subscriber I will obtain a copy from her. Otherwise, I will look forward to receipt of a copy for my file.

If I may be of further assistance to you, please do not hesitate to contact me at your convenience.

Very truly yours,

Matthew J. Schaefer

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MJS:tlc
encl.

M. SCHAEFER GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. SUFFIX
DATE 6-19-97
DOC. EXAM JN

JN 6-19-97

**ARTICLES OF INCORPORATION
OF
CERTIFIED REALTIME CAPTIONING COMPANY**

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ARTICLE I. CORPORATE NAME

The name of the Corporation shall be **CERTIFIED REALTIME CAPTIONING COMPANY**

ARTICLE II. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 600 Southwest 4th Avenue, Ste. 112, Fort Lauderdale, FL 33315. The name of the initial registered agent of this Corporation, at that address, is: **NANCY S. WILLIAMSON**.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By Laws. The name and address of the initial Directors of the Corporation are:

NANCY S. WILLIAMSON, 600 Southwest 4th Avenue, Ste. 112, Fort Lauderdale, FL 33315.
LINDA SUPERIOR, 600 Southwest 4th Avenue, Ste. 112, Fort Lauderdale, FL 33315.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation are as follows:

NANCY S. WILLIAMSON, 600 Southwest 4th Avenue, Ste. 112, Fort Lauderdale, FL 33315.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the By Laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders.

If a quorum is present, the affirmative vote of One Hundred (100%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation, shall be managed under the direction of the Board of Directors of the Corporation.

ARTICLE XII. INDEMNIFICATION

This Corporation shall indemnify all officers or Directors or any former officer or Director, to the fullest extent permitted by law.

ARTICLE XIII. AMENDMENT

This Corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 16th day of June, 1997.

Nancy S. Williamson
NANCY S. WILLIAMSON
Subscriber

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 16th day of June, 1997, by NANCY S. WILLIAMSON, who is personally known to me and who presented appropriate identification.

Toni Lynn Masucci
Notary Public - State of Florida at Large

My commission expires:



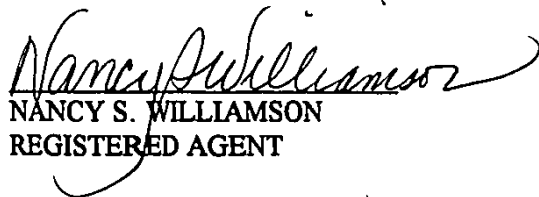
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

That CERTIFIED REALTIME CAPTIONING COMPANY , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Broward County, State of Florida, has named NANCY S. WILLIAMSON, located at 600 Southwest 4th Avenue, Ste. 112, Fort Lauderdale, FL 33315, located at the said principal office, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


NANCY S. WILLIAMSON
REGISTERED AGENT

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TALLAHASSEE, FLORIDA