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TRANSMITTAL LETTER

Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

SUBJECT: Babel Studio, Inc.

I enclose an original and 1 copy of the Articles of Incorporation for the
above corporation and a check in the amount of \$70.

SIGNED: Barbara C. Robinson

From:
Barbara C. Robinson
240 Bay Drive
Key Largo, FL 33037

305-453-9093

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TM-8/18/97

ARTICLES OF INCORPORATION
OF BABEL STUDIO, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be Babel Studio, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 240 Bay Drive, Key Largo, FL 33037, mailing address PO Box 330, Key Largo, FL 33037.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Barbara C. Robinson, 240 Bay Drive, Key Largo, FL 33037

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Barbara C. Robinson, 240 Bay Drive, Key Largo, FL 33037. The incorporator of the corporation assigns to this corporation his right under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VI BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board and the shareholder, except that the Board of Director may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Directors.

ARTICLE VII AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law. And all rights conferred on shareholders are subject to this reservation. The Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

The undersigned has executed these Articles of Incorporation this 30th day of July, 1997.



Barbara C. Robinson, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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 Babel Studio, Inc.
2. The name and address of the registered agent and office is Barbara C. Robinson, 240 Bay Drive, Key Largo, FL 33037.

Signature: Barbara C. Robinson

Title: Incorporator

Date: July 30, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: Barbara C. Robinson

Date: July 30, 1997

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