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December 4, 1997

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

EFFECTIVE DATE
1-1-98

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-12/08/97--01118--009
****122.50 ****122.50

Re: VIRTUAL LANGUAGES, INC.

Gentlemen:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified copy	52.50
Registered Agent fee	<u>35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles of Incorporation and return the certified copy to me in the envelope provided.

Very truly yours,


Beverly L. Greenberg

BLG:hs
Enclosures
c>crp/ltr/v7731204.scy

FILED
97 DEC -8 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER DEC 9 1997

EFFECTIVE DATE

1-1-98

FILED

97 DEC -8 PM 2:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

VIRTUAL LANGUAGES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is VIRTUAL LANGUAGES, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - EFFECTIVE DATE

The Effective Date of these Articles of Incorporation is January 1, 1998.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The number of shares which the corporation is authorized to issue is 1,200 shares having a par value of \$0.10 per share.

ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the initial principal of the corporation is:

1700 North Dixie Highway
Suite 114
Boca Raton, Florida 33432

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is:

Jean Giles Ordóñez
1700 North Dixie Highway
Suite 114
Boca Raton, Florida 33432

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial directors are:

Jean Giles Ordóñez
1700 North Dixie Highway
Suite 114
Boca Raton, Florida 33432

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ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator signing is:

Jean Giles Ordóñez
1700 North Dixie Highway
Suite 114
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3 day of December, 1997.


Jean Giles Ordóñez
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation of VIRTUAL LANGUAGES, INC., were acknowledged before me this 3 day of December, 1997, by Jean Giles Ordóñez as Incorporator:
2 who is personally known to me, or
who has produced _____ as identification.


NOTARY PUBLIC, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent of the above-stated corporation, 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 any duties and I accept the duties and obligations of Section 607.0505, Fla. Stat. (1990).


Jean Giles Ordóñez, Registered Agent

Date: December 3, 1997

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