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December 16, 1997

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

RE: Corp.: LANGUAGE STUDIO, INC.
SUBJ: ARTICLES OF INCORPORATION

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-01/08/98--01073--014
*****78.75 *****78.75

To whom it may concern:

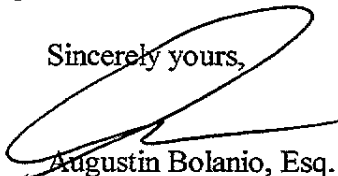
Enclosed please find the Articles of Incorporation of LANGUAGE STUDIO, INC. and a check in the amount of Seventy Eight Dollars and 75 cents (\$ 78.75) satisfying the required fees for the filing of the Articles of Incorporation and Acceptance of Designation of Register Agent.

The Main Corporate Representative, Registered Agent and their addresses are reflected in the Articles. Attached to the Articles you will also find the Acceptance of Appointment as Registered Agent.

Please date stamp the second copy of the Articles of Incorporation and return the same to us in the self-addressed and stamped envelop for our records.

Thank you in advance for your cooperation in this matter.

Sincerely yours,



Augustin Bolanio, Esq.

Bmc
1-12-98

FILED
98 JAN -8 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bar Membership:
Florida
Pennsylvania
Wash., D.C.
Military Ct. of Appeals

ARTICLES OF INCORPORATION
OF
LANGUAGE STUDIO, INC.

FILED

98 JAN -8 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is LANGUAGE STUDIO, INC. The corporation's principle place of business and mailing address is 8245-2 N.W. 36th Street, Miami, FL 33166.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 250 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered officer of this corporation is: BENITO BOLANIO of 5620 S.W. 5th Terrace, Miami, FL 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

- | | | |
|----|------------------------------|---|
| a) | President: | BENITO BOLANIO, 5620 S.W. 5th Terrace, Miami, FL 33134. |
| b) | Vice President/ Treasurer | CARMEN BOLANIO, 12242 S.W. 16th Terrace, L-103, Miami, FL 33183 |

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles is:

- a) BENITO BOLANIO, 5620 S.W. 5th Terrace, Miami, FL 33134.

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of December, 1997.

Bolano
BENITO BOLANIO

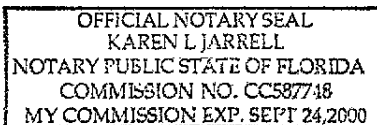
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, BENITO BOLANIO, who presented DRIVERS LICENSE as identification and who are to me well known, and known to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 2 day of DECEMBER, 1997.

Karen L Jarrell
NOTARY PUBLIC, At Large
State of Florida

My Commission Expires:



DESIGNATION OF REGISTERED AGENT

(Attached to the Articles of Incorporation and Made a Part Thereof)

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98 JAN -8 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, LANGUAGE STUDIO, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named BENITO BOLANIO, of 5620 S.W. 5th Terrace, Miami, FL 33134, as its Registered Agent to accept service of process within this State.

Date: December 02, 1997

B. Bolanio
BENITO BOLANIO, President

ACCEPTANCE OF APPOINTMENT OF REGISTER AGENT

I, BENITO BOLANIO, of 5620 S.W. 5th Terrace, Miami, FL 33134, hereby accept the designation as Resident Agent of LANGUAGE STUDIO, INC. and agree to comply with all obligations of such office as required by the laws of the State of Florida.

Date: December 02, 1997

B. Bolanio
BENITO BOLANIO, Registered Agent