

**MATTHEW C. BAPTY, ESQ.**

ATTORNEY AT LAW

3737 S.W. 8th Street, Suite 302, Coral Gables, Florida 33134  
(305) 448-7449 Tel. (305) 448-6560 Fax

January 6, 1997

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

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-01/13/98--01103--005  
\*\*\*\*122.50 \*\*\*\*122.50


Re: BABEL TRANSLATIONS & INTERPRETATIONS INC.

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, the Certificate Designating of Registered Office, Reservation of Corporate Name, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, and designation of registered agent.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,

  
Matthew Bapty, Esq.

98 JAN 13 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

4M-1/14/98

ARTICLES OF INCORPORATION  
OF  
BABEL TRANSLATIONS & INTERPRETATIONS INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I      NAME

The name of the corporation shall be Babel Translations & Interpretations Inc.

ARTICLE II      NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III      CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV      ADDRESS

The street address of the initial registered office of the corporation shall be 559 N.E. 46th Street, Boca raton, Florida 33431, and the name of the initial Registered Agent for the corporation at that address is Jonathan Dunetz.

ARTICLE V      SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI      TERM OF EXISTENCE

This corporation shall exist perpetually.

98 JAN 13 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE VII . . . LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Jonathan Dunetz.  
559 N.E. 46th Street  
Boca Raton, Florida 33431

## ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Jonathan Dunetz  
559 N.E. 46th Street  
Boca raton, Florida 33431

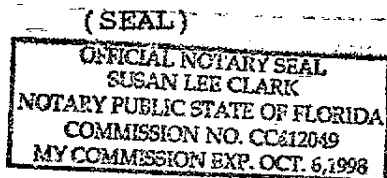
IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal on this 8 day of January, 1998.

Incorporator:

Jonathan Dunetz  
Jonathan Dunetz

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged  
before me this 8 day of January, 1998, by  
JONATHAN DUNETZ, who is personally known to me, or has  
produced valid photo identification in the form of  
NY DL 757 114 963



Susan Lee Clark  
Notary Public  
State of Florida  
My Commission Expires:  
OCT 6 1998

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. BABEL TRANSLATIONS & INTERPRETATIONS INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 559 N.E. 46th Street, Boca Raton, Florida 33431, has named Jonathan Dunetz, whose address is, 559 N.E. 46th Street, Boca Raton, Florida 33431, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

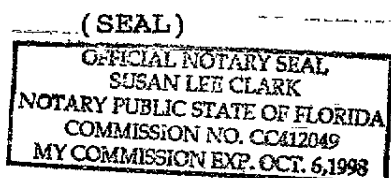
Jonathan Dunetz  
Jonathan Dunetz

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared JONATHAN DUNETZ, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

Personally known \_\_\_\_\_, or  
Having produced Identification: AYOL 757114963

WITNESS my hand and official seal this 8 day of  
January, 1998.



[Signature]  
Notary Public  
State of Florida  
My Commission Expires:  
OCT 6 1998

CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA, AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida,  
the following is submitted.

That BABEL TRANSLATIONS & INTERPRETATIONS INC., desiring to  
qualify under the laws of the State of Florida, with  
its principal place of business in the City of Boca Raton, State  
of Florida, has named JONATHAN DUNETZ located at 559 N.E. 46th  
STREET, 33431, City of BOCA RATON, State of FLORIDA, as its  
Registered Agent to accept service of process within the State of  
Florida.

DATED: January 8, 1998

By: Jonathan Dunetz  
(Corporate Signature)  
Jonathan Dunetz  
Director

Having been named to accept service of process for the above  
stated corporation at the place designated above, I HEREBY AGREE  
TO ACT in this capacity and agree to comply with the provisions  
of all statutes relative to the proper and complete performance  
of my duties.

DATED: January 8, 1998

Jonathan Dunetz  
Jonathan Dunetz,  
Registered Agent

FILED  
98 JAN 13 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA