

TRANSMITTAL LETTER

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

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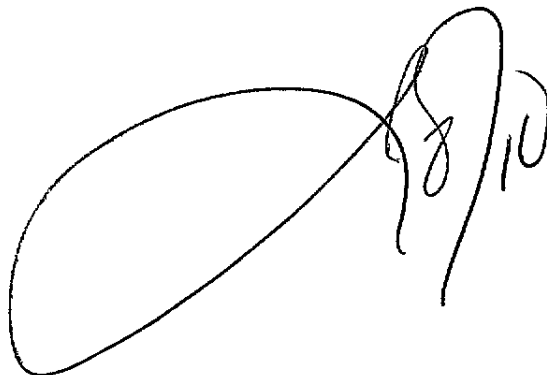
SUBJECT: NetLingo, Inc

July 27, 1999

Enclosed is an original and 1 copy of the Articles of Incorporation and a check for \$ 78,75 (filing fee and certificate).

From : Mrs. Ellen Soret
4280 Galt Ocean Drive, Suite 14 G
Fort Lauderdale, FL 33308
Daytime telephone number : (954) 563-9622

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99 AUG -2 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Articles of Incorporation

of

NetLingo, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a for profit corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation :

Article 1 : Name

The name of the Corporation shall be : NetLingo, Inc.

Article 2 : Principal office

The main place of business shall be at : 4280 Galt Ocean Drive, Suite 14 G, Fort Lauderdale, Florida 33308. The mailing address shall be : ATTN. SORET, 4280 Galt Ocean Drive, Suite 14 G, Fort Lauderdale, FL 33308.

Article 3 : Shares

The Corporation is authorized to issue 10,000 shares at a par value of \$ 0.1 a share. These shares are common stock, with full voting rights and identical rights and privileges. Their transfer is restricted according to the bylaws of the Corporation.

Article 4 : Initial registered agent


The name and Florida street address of the initial registered agent are : Mrs. Ellen Soret, 4280 Galt Ocean Drive, Suite 14 G, Fort Lauderdale, FL 33308.

Article 5 : Initial Board of Directors

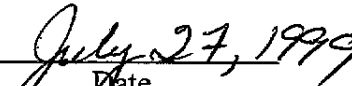
The initial Board of Directors shall be composed of : Ms Erin Jansen, Mr. Vincent James Salzillo, Mr. Dominique Soret, and Mrs. Ellen Soret. These individuals will remain in office until the first annual Shareholders meeting appoints a new Board.

Article 6 : Incorporator

The name and street address of the Incorporator is : Mrs. Ellen Soret, 4280 Galt Ocean Drive, Suite 14 G, Fort Lauderdale, FL 33308.



Signature / Incorporator



Date

original

Certificate of designation of registered agent and registered office

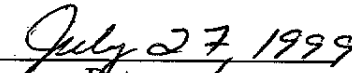
Name of corporation : **NetLingo, Inc.**

Name and street address of registered agent : **Mrs. Ellen Soret, 4280 Galt Ocean Drive
Suite 14 G Fort Lauderdale, Florida 33308.**

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNED 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 PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Signature / Registered Agent



Date

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