

Filing and License Fee: \$230.00 minimum

ID Number:

136728



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Phraselator Corp.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

Manufacture and distribute translation devices, and to engage in any other lawful act

or activity for which corporations may be organized under the Rhode Island Business

Corporation Act.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 8,000 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

\$.01 par value

or

(b) If more than one class: Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

Shareholders shall have no preemptive rights.

FILED

DEC 29 2003

By KMC

C 14903

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Exhibit A attached hereto.

7. The address of the initial registered office of the corporation is c/o Edwards & Angell, LLP, 2800 Financial Plaza

(Street Address, not P.O. Box)

Providence

, RI 02903

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Douglas G. Gray, Esq.

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is -4- and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	William T. Ellison	288 East Hyerdale Dr., Goshen, CT 06756
Director	Clayton H. Spikes	14581 Ocean Bluff Dr., Fort Myers, FL 33908
Director	Bernard L. Patterson	611 Wolcott Avenue, Middletown, RI 02842
Director	Ace J. Sarich	1571 St. Margaret's Road, Annapolis, MD 21401

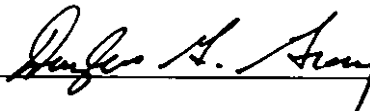
9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Douglas G. Gray, Esq.</u>	<u>c/o Edwards & Angell, LLP</u> <u>2800 Financial Plaza, Providence, RI 02903</u>

10. Date when corporate existence is to begin upon filing of these Articles of Incorporation

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: December 24, 2003



Signature of each Incorporator

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence, on this 24th day of December, 2003, personally appeared before me Douglas G. Gray, Esq.

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.



Notary Public

My Commission Expires: 7-17-2005

EXHIBIT A

Article SIXTH: No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article SIXTH shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of R.I.G.L. Sec 7-1.1-43 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Section 7-1.1-37.1 (as in effect or as hereafter amended). If the Rhode Island General laws are amended after the adoption of this Article SIXTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article SIXTH nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article SIXTH shall eliminate or reduce the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.