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**July 22, 2004**

**Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314**

**To Whom It May Concern:**

**Please register the following limited liability company:**

**IC Latin America, LLC  
Business Address: 2 Alhambra Plaza, Suite 600  
Coral Gables, FL 33134**

**Mailing Address: Once registered please note that all correspondence must be mailed to:**

**Porras & Company, PA  
1101 Brickell Avenue, Suite 800 N  
Miami, FL 33131**

**Enclosed you will find a check payable to Florida Department of State for \$125.**

**Cordially,**

**Porras and Company, PA**

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ARTICLES OF ORGANIZATION OF

IC Latin America, LLC  
(a Florida Limited Liability company)

ARTICLE I  
NAME

The name of the limited liability company shall be IC Latin America, LLC., and its principal place of business shall be in the City of Coral Gables, County of Dade-County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II  
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in internet sales and integrated communications.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III CAPITAL CONTRIBUTIONS

Initial capital contributions shall be paid to the limited liability company by the six members in proportion to their memberships interests. Additional contributions will be made as required for investment purposes, as determined by a consent of the majority of the members. Members will make contributions in proportion to their membership interests.

### ARTICLE IV PROFITS AND LOSSES

- (a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Members shall be entitled to a distributive share of the profits in proportion to their membership interests. The distributive share of the profits shall be determined and, by majority consent of the members, paid to the members, paid to the members on such date or dates as the members, shall specify.
- (b) Losses: All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability Company and the profits of the business.

### ARTICLE V LIMITED LIABILITY COMPANY POWERS AND MANAGEMENT

#### POWERS AND MANAGEMENT

This limited liability company shall be managed by the members. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability

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company. The names of the members and their respective percentage capital ownership are as follows:

DDB Worldwide Colombia, S.A.: 60%

Andrea Arnau: 4.17%

Rodrigo Bolivar Arcila: 4.17%

Maria Alejandra Mora: 25%

Claudia Jaramillo: 2.5%

Paulo Andres Carvajal: 4.16%

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#### ARTICLE VI MAJORITY OF THE MEMBERS -DEFINED

Each member of the Company in Article V above shall be entitled to vote upon each matter submitted to a vote at the meeting of Members. The majority of the members representing ownership of more than fifty (51%) of the total contributed capital is required in order for approval of each matter submitted to vote. This article may be amended from time to time in the regulations of the limited liability Company by a majority vote of the members of the limited liability Company.

#### ARTICLE VII DURATION

This limited liability company shall exist until the date 75 years from the date of filing these Articles of Organization with the Department of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE VIII PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at:  
2 Alhambra Plaza, Suite 600  
Coral Gables, FL 33134

The mailing address of this limited liability company shall be located at:  
1101 Brickell Avenue  
Suite N800  
Miami, FL 33131

ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability Company is:  
Andrea Arnau  
2 Alhambra Plaza, Suite 600  
Coral Gables, FL 33134

ARTICLE X  
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by consent of the majority of the members. Contributions required of new members shall be determined as of the time of admission to the limited liability Company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with a written consent of the majority of the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon a consent of the majority of such remaining members.

The undersigned, being one of the original members of the limited liability Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of IC Latin America, LLC

Executed by the undersigned this 20<sup>th</sup> day of July of 2004

  
Andrea Arnau  
Managing Member

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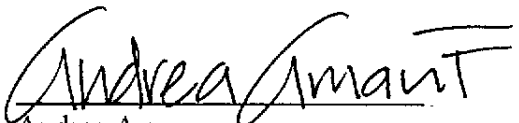
CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 , FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: IC Latin America, LLC
2. The name and address of the registered agent and office is:

Andrea Arnau  
2 Alhambra Plaza, Suite 600  
Coral Gables, FL 33134

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated 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 and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Andrea Arnau

7/22/04  
Date

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