



THE UNITED STATES
CORPORATION
COMPANY

F00000002892

ACCOUNT NO. : 072100000032

REFERENCE : 705371 4802844

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : May 22, 2000

ORDER TIME : 10:38 AM

ORDER NO. : 705371-005

200003263712--4

CUSTOMER NO: 4802844

CUSTOMER: L. J. Geis, Legal Asst
Neal Gerber & Eisenberg
Two North Lasalle Street
Suite 2100
Chicago, IL 60602

FOREIGN FILINGS

NAME: LATINWAY.COM, INC.

5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
STATE
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 MAY 23 PM 1:24
00 MAY 23 AM 11:32

37/5/23

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. LatinWay.com, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 65-0946406

(FEI number, if applicable)

4. 8/23/99

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8180 N.W. 36th Street, Suite 101, Miami, Florida 33166

(Current mailing address)

To engage in any and all lawful acts or activities which may be permitted by the Florida Business Corporation Act.

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: _____

(Registered agent's signature)

SIÂN COURTNEY, ASST. V.P.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF CORPORATIONS
00 MAY 19 3 PM 1:24

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Exhibit A

Address: _____

Vice President: _____

Address: _____

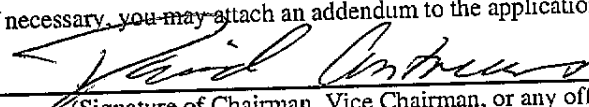
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David Contreras, President

(Typed or printed name and capacity of person signing application)

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EXHIBIT A

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STATE OF FLORIDA
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Officers and Directors

President, Treasurer and Director

David Contreras
8180 N.W. 36th Street, Suite 101
Miami, Florida 33166

Vice President, Secretary and Director

Lori Glick
8180 N.W. 36th Street, Suite 101
Miami, Florida 33166

Assistant Secretary

Scott J. Bakal
2 North LaSalle Street, Suite 2200
Chicago, Illinois 60602

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LATINWAY.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
STATE
SECRETARY OF CORPORATIONS
MAY 23 1:24 PM '00



Edward J. Freel

Edward J. Freel, Secretary of State

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001258797

AUTHENTICATION: 0451899

DATE: 05-22-00