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FILED
AUG -8 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 405157 4336650

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 8, 2001

ORDER TIME : 10:38 AM

ORDER NO. : 405157-005

CUSTOMER NO: 4336650

CUSTOMER: Ms. Sylvie G. Jordan
Baker & McKenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

900004524589--2

FOREIGN FILINGS

NAME: LATINCOMEX U.S., INC.

XXXX QUALIFICATION (TYPE: CO)

BK

RECEIVED
01 AUG -8 AM 11:26
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

APPLICATION FOR AUTHORITY
OF
LATINCOMEX U.S., INC.

FILED
01 AUG - 8 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

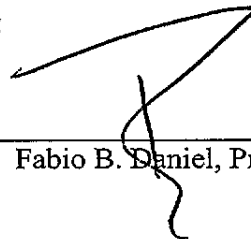
Latincomex U.S., Inc. (the "Corporation"), a foreign corporation desiring to conduct business in the State of Florida pursuant to Section 607.1503 of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is Latincomex U.S., Inc.
2. The jurisdiction of organization of the Corporation is the State of Delaware. The date of organization of the Corporation is July 26, 2001.
3. The Corporation shall have perpetual existence.
4. A Federal Employer Identification Number is in the process of being applied for.
5. The date on which the corporation will first transact business in Florida is upon qualification.
6. The address of the principal office and the mailing address of the Corporation is 5201 Blue Lagoon Drive, 8th Floor, Miami, Florida 33126.
7. The purpose of the Corporation is to engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
8. The name and street address of the Florida registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
9. The name and business address of the officer of the corporation is Fabio B. Daniel, 5201 Blue Lagoon Drive, 8th Floor, Miami, Florida 33126, who will serve in the capacity of President and Secretary.

10. The name and address of the sole director of the corporation is Fabio Daniel, 5201 Blue Lagoon Drive, 8th Floor, Miami, Florida 33126.

11. Attached is a certificate of existence duly authenticated by the Secretary of State of Delaware.

IN WITNESS WHEREOF, the undersigned officer has executed the foregoing Application for Authority this 4th day of August



Fabio B. Daniel, President

01 AUG 88 PM 1:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON

WHOM PROCESS MAY BE SERVED

FILED
01 AUG -8 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH

That Latincomex U.S., Inc. desiring to organize under the laws of the State of Florida, has named Corporation Service Company as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607-0505, Florida Statutes.

Dated this 5th day of August, 2001.

By: 
Name: **BRIAN COURTNEY, ASST. V.P.**
Title:

Corporation Service Company

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LATINCOMEX U.S., INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
01 AUG -8 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3418820 8300

AUTHENTICATION: 1274804

010375591

DATE: 08-01-01