

F99000001969

SANDLER, TRAVIS & ROSENBERG, P.A.

THE WATERFORD

5200 BLUE LAGOON DRIVE

MIAMI, FL 33126-2022

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April 14, 1999

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JORGE R. LOPEZ*
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LARRY T. ORDET
JEREMY ROSS PAGE
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BETH C. RING*
LEONARD L. ROSENBERG
GILBERT LEE SANDLER
FRANCES SOSA DELAFUENTE
THOMAS G. TRAVIS
KENNETH WOLF*
NANCY J. WOLLIN

*NOT ADMITTED IN FLJ
*BOARD CERTIFIED IMMIGRATION & NATIONALITY LAW

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MONTY J. TILLES
STEPHEN P. WALROTH-SADURNI
OF COUNSEL

SANDLER & TRAVIS
TRADE ADVISORY SERVICES
DALLAS
DETROIT
SACRAMENTO
CONSULTING SERVICES

Mr. Michael Mays
Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

300002757673 --2
01/28/99 --01075 --001
xx 70.00 xx 70.00

Re: Publicaciones Semana, S.A. - Letter Number 599A00003914

Dear Mr. Mays:

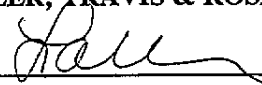
Pursuant to your letter dated March 18, 1999, attached is an originally executed list of the Officers and Directors of Publicaciones Semana, which means Weekly Publications in English, and a copy of letter number 599A00003914.

Upon your review of the enclosed, we look forward to receiving notice that all penalties have been eliminated.

Please feel free to contact the undersigned or Jana Sigars, Esq. should you have any questions.

Best regards.

Sincerely,
SANDLER, TRAVIS & ROSENBERG, P.A.

By: 

Lauren V. Perez
Senior Paralegal

LVP/tm
Enclosure:
s:/tiffany/office/15728/correspo/mays0414.ltr

WASHINGTON, D.C.

NEW YORK

ATLANTA

BALTIMORE

SAN FRANCISCO

MEXICO CITY

*OFFICE KNOWN AS SANDLER, TRAVIS & ROSENBERG AND GLAD & FERGUSON, P.C.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 28, 1999

SANDLER, TRAVIS & ROSENBERG, P.A.
ATTORNEY AT LAW
5200 BLUE LAGOON DRIVE
MIAMI, FL 33126-2022

SUBJECT: PUBLICACIONES SEMANA, S.A.
Ref. Number: W99000002239

We have received your document for PUBLICACIONES SEMANA, S.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is an additional page which consist of the officers that needs to completed and returned.

Please provide an English translation for the entity's name in your cover letter.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$18706.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 599A00003914

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 18, 1999

SANDLER, TRAVIS & ROSENBERG, P.A.
ATTORNEY AT LAW
5200 BLUE LAGOON DRIVE
MIAMI, FL 33126-2022

SUBJECT: PUBLICACIONES SEMANA, S.A.
Ref. Number: W99000002239

We have received your document for PUBLICACIONES SEMANA, S.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is an additional page which consist of the officers that needs to completed and returned.

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 599A00003914

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Brigard & Castro
Abogados

Apartado 3692

Cra. 7 16-56
Bogotá - Colombia S.A.Tel. Conm. 2860777
Tel./Fax. (57.1) 2827976
(57.1) 2846297E-Mail:bricas@colomsat.net.co
bricas@andinet.com**AFFIDAVIT**

State of Cundinamarca.

Country of Colombia, South America.

I, Adriana Ballesteros Mejia, acting as Legal Representative, of PUBLICACIONES SEMANA S.A., being duly sworn, hereby depose and on personal knowledge say as follows:

1. Inadvertently, the Application by Foreign Corporation for Authorization to Transact Business in Florida submitted at the direction of Publicaciones Semana, S.A. to the Division of Corporations, Department of State, on January 22, 1999 (the "Publicaciones Semana Application") contained erroneous information.
2. The Publicaciones Semana Application indicates 1982 as the date on which Publicaciones Semana, S.A., first transacted business in the State of Florida, Pursuant to Section 607.1501(2) (e) and 607.1501 (2) this is incorrect information (the "Incorrect Date").
3. Pursuant to Florida Statutes, Section 607.1501 (2) (e), "Selling through independent contractors" does not constitute transacting business in the State of Florida.
4. Pursuant to Florida Statutes, Section 607.1501 (2)(f), soliciting or obtaining orders, whether by mail or through employees, agents or otherwise, if the orders require acceptance outside of this state before they become contracts.
5. Pursuant to Florida Statutes, Section 607 1501 (2) (i) "Transacting business in interstate commerce" does not constitute transacting business in the State of Florida.
6. Prior to the date of submission of the Publicaciones Semana Application, Publicaciones Semana S.A., only provided magazines, from its place of business in Colombia, to an independent contractor, Trading Financing, Inc. of Miami, Florida (the "Independent Contractor").

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**Brigard & Castro**

Abogados

Apartado 3692

Cra. 7 16-56
Bogotá - Colombia S.A.Tel. Conm. 2860777
Tel./Fax. (57.1) 2827976
(57.1) 2846297E-Mail: bricas@colomsat.net.co
bricas@andinet.com

7. The Independent Contractor transacts business in the State of Florida.
8. Publicaciones Semana, S.A.'s only business with the State of Florida, prior to its submission of the Publicaciones Semana Application, was in the nature of interstate commerce between itself and a local independent contractor. Therefore, pursuant to Florida Statutes, Section 607.1501 (2)(e) and 607.1501(2) (i), Publicaciones Semana, S.A. has not transacted any business in the State of Florida prior to the submission of the Publicaciones Semana Application.
9. At no time prior to its submission of the Publicaciones Semana Application was Publicaciones Semana, S.A. required to file an Application by Foreign Corporation for Authorization to Transact Business in Florida with the Department of State.
10. Publicaciones Semana, S.A. respectfully states that it does not owe the State of Florida any penalties, fines or fees.

ABCI ESTADOS S.L.

Signature

Subscribed and sworn to before me this _____ day
1999.

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FILED
SECRETARY OF STATE
DIVISION OF NOTARIAL AFFAIRSDILIGENCIA DE AUTENTICACION
Ante el NOTARIO TREINTA del Circulo de
San José de Bogotá

Compareció(eron)

Adriana
Ballesteros Mejia

Notary Public

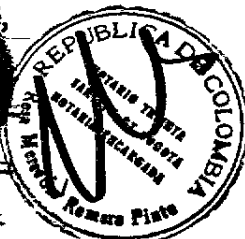
Titular(es)

C.C. 39 784 108 de Ulgueira
y C. C. _____ de _____quien(es) firma(n) este documento, de lo cual doy fé,
Firma ABCI ESTADOS S.L.

Diligenció

11 MAR. 1999

Fecha



TOTAL P. 03

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. Publicaciones Semana, S.A. Incorporated

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

3. N/A
(FEI number, if applicable)

4. AUGUST 25, 1982
(Date of incorporation)

5. AUGUST 25, 2082
(Duration. Year corp. will cease to exist or "perpetual")

6. 1982
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Calle 93, No. 13-47, Bogota, Colombia

(Current mailing address)

8. importation and distribution of magazines

(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: Sandler, Travis & Rosenberg, P.A.

Office Address: 5200 Blue Lagoon Drive, Suite 600
Miami

33126

Florida,
(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.

J. Janá Siquis
(Registered agent's signature)

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.

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

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

Chairman: FELIPE LOPEZ CABALLERO

Address: CALLE 93 B No. 13 - 47

Vice Chairman:

Address:

Director: PEDRO GOMEZ BARRERO

Address: Carrera 11 No. 82-01 Piso 10 Centro Andino

Director: LUCY JARAMILLO

Address: Avenida 15 No. 123 - 30 Of. 468

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

President: MIGUEL SILVA PINZON

Address: Calle 93 B No. 13-47

Vice President: LUCELY MORA MAYORGA

Address: Calle 93 B No. 13-47

Secretary: ADRIANA BALLESTEROS MEJIA

Address: Calle 93 B No. 13-47

Treasurer: JUAN CARLOS PARRADO

Address: Calle 93 B No. 13-47

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

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

14. ADRIANA BALLESTEROS MEJIA - Secretary
(Typed or printed name and capacity of person signing application)

TOTAL P.02

Translation of a document in the Spanish language, which bears the stamp
of the undersigned official translator.

Bogota Chamber of Commerce
Colombia

C.C.B.
01 *10555995

BOGOTA CHAMBER OF COMMERCE

NORTH OFFICE

JANUARY 05, 1999

TIME 10:32:06

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PAGE: 001

CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION OR
REGISTRATION OF DOCUMENTS.

THE BOGOTA CHAMBER OF COMMERCE, IN VIEW OF THE MERCANTILE
REGISTRATIONS AND INSCRIPTIONS,

CERTIFIES :

NAME : PUBLICACIONES SEMANA S.A. BUT THE ACRONYM SEMANA S.A.
MAY ALSO BE USED.

TAX IDENTIFICATION NUMBER (N.I.T.) : 08605092651

DOMICILE : SANTA FE DE BOGOTA D.C.

CERTIFIES :

REGISTRATION NO. 00178178

CERTIFIES :

INCORPORATION: THE COMPANY STYLED "EDITORIAL CARIBE S.A." WAS
INCORPORATED UNDER PUBLIC DEED NO. 4272 OF NOTARY 7 BOGOTA,
DATED AUGUST 25, 1982, REGISTERED ON SEPTEMBER 20, 1982 UNDER NO.
121855 OF BOOK IX.

CERTIFIES :

THAT UNDER PUBLIC DEED NUMBER 3184 OF DECEMBER 18, 1997 OF NOTARY
15 OF SANTA FE DE BOGOTA D.C., REGISTERED ON DECEMBER 19, 1997
UNDER NUMBER 615039 OF BOOK IX, THE COMPANY CHANGED ITS FIRM
NAME FROM "EDITORIAL CARIBE S.A." TO THAT OF "PUBLICACIONES
SEMANA S.A."

CERTIFIES :

THAT UNDER PUBLIC DEED NO. 2,695 OF NOTARY 30 OF SANTA FE DE
BOGOTA D.C., OF SEPTEMBER 17, 1998, REGISTERED ON SEPTEMBER 22, 1998
UNDER NO. 650.275 OF BOOK IX, THE COMPANY ADDED TO ITS FIRM NAME

THE ACRONYM SEMANA S.A., REMAINING HENCEFORTH AS FOLLOWS :
PUBLICACIONES SEMANA S.A., BUT THE ACRONYM SEMANA S.A. MAY ALSO
BE USED.

CERTIFIES :

REVISIONS:

DEEDS NOS.	DATE	NOTARY	REGISTRATION
7,497	21-XII-1983	7TH STFE BOGOTA	16-X- 1984 NO. 159,655
3,600	27-XI-1-1990	33 BOGOTA	31-XII-1990 NO. 314,191
3,758	17-XII-II1993	15 STFE BOGOTA	23-XII-1993 NO. 431,788
0002695	98/09/17 00030	STA. FE DE BOG	00650275 98/09/22
0003184	97/12/18 00015	STA. FE DE BOG	00615039 97/12/19

CERTIFIES :

TERM: THAT THE COMPANY HAS NOT BEEN DISSOLVED. ITS DURATION IS
TO AUGUST 25, 2082.

CERTIFIES :

CORPORATE PURPOSE: THE CORPORATE PURPOSE OF THE COMPANY SHALL
BE EXCLUSIVELY THE PRODUCTION, PRINTING AND EDITING IN COLOMBIA
OF BOOKS, MAGAZINES, LEAFLETS, COLLECTABLE SERIES, OR
PUBLICATIONS OF A SCIENTIFIC OR CULTURAL NATURE. IN PURSUING THE
AFORESAID CORPORATE PURPOSE, THE COMPANY MAY: A) PROMOTE AND
FOUND COMMERCIAL ESTABLISHMENTS, SHOPS, FACTORIES, DEPOTS OR
AGENCIAS; B) ACQUIRE, BY WHATEVER TITLE, ALL TYPES OF MOVABLE
AND IMMOVABLE ASSETS, LEASE THEM, SELL THEM OR ENCUMBER THEM
AND GIVE THEM AS GUARANTEES OF ITS OWN OBLIGATIONS; C) EXPLOIT
TRADEMARKS, COMMERCIAL NAMES, INVENTION PATENTS, DESIGNS,
INDUSTRIAL PROCEDURES, TECHNOLOGIES OR ANY OTHER NON-
CORPOREAL ASSET, PROVIDED THEY FALL WITHIN THE EXCLUSIVE
CORPORATE PURPOSE; D) ACQUIRE, SELL, DRAFT, ACCEPT, ENDORSE,
COLLECT AND PAY FOR ALL TYPES OF SECURITIES AND STOCK EXCHANGE
INSTRUMENTS; E) INVEST IN COMMERCIAL COMPANIES HAVING THE SAME
CORPORATE PURPOSE; F) PARTICIPATE IN PUBLIC AND PRIVATE TENDERS;
G) BORROW MONEY WITH OR WITHOUT INTEREST OR LEND MONEY WITH
OR WITHOUT INTEREST, EXECUTE ALL TYPES OF CONTRACTS WHICH MAY
BECOME NECESSARY TO THE DEVELOPMENT OF THE EXCLUSIVE
CORPORATE PURPOSE, INCLUDING, BUT NOT LIMITED TO CONTRACTS WITH
BANKING AND/OR FINANCIAL ENTITIES; H) REPRESENT NATIONAL AND
FOREIGN COMPANIES WHOSE ACTIVITY IS RELATED TO THE AFORESAID
EXCLUSIVE CORPORATE PURPOSE; I) IMPORT, PURCHASE AND ACQUIRE, BY
WHATEVER TITLE, THE EQUIPMENT AND RAW MATERIALS REQUIRED FOR
THE DEVELOPMENT OF THE CORPORATE PURPOSE; J) IN GENERAL, TO

EXECUTE AND IMPLEMENT ALL ACTS OR CONTRACTS WHICH ARE NECESSARY FOR THE DEVELOPMENT OF THE CORPORATE PURPOSE; L) ACT AS GUARANTOR OR SURETY OF OBLIGATIONS DIFFERENT FROM ITS OWN, WITH THE PRIOR APPROVAL OF THE BOARD OF DIRECTORS.

CERTIFIES :

CAPITAL:

		** AUTHORIZED CAPITAL **
VALUE	:	COL\$5,000,000,000.00000
NO. OF SHARES	:	5,000,000.00
FACE VALUE	:	COL\$1,000.00000
		** SUBSCRIBED CAPITAL **
VALUE	:	COL\$880,000,000.00000
NO. OF SHARES	:	880,000.00
FACE VALUE	:	COL\$1,000.00000
		** PAID UP CAPITAL **
VALUE	:	COL\$880,000,000.00000
NO. OF SHARES	:	880,000.00
FACE VALUE	:	COL\$1,000.00000

CERTIFIES :

**** BOARD OF DIRECTORS: PRINCIPALS ****

WHO, AS RECORDED IN MINUTES NO. 0000020 OF THE GENERAL SHAREHOLDERS' MEETING OF MAY 20, 1997, REGISTERED ON JULY 11, 1997, UNDER NUMBER 00592697 OF BOOK IX, WAS(ERE) APPOINTED:

NAME	IDENTIFICATION
FIRST LINE	
GOMEZ BARRERO PEDRO	I.D. 00000078366
SECOND LINE	
URBINA AMOROCHO JOSE DEL CARMEN	I.D. 00001913184
THIRD LINE	
RAMOS-ESTEBAN ETIENNE MARIE JOSEPH	ALIEN'S I.D. 00000114359

**** BOARD OF DIRECTORS: ALTERNATE(S) ****

ACCORDING TO MINUTES NO. 0000020 OF THE GENERAL SHAREHOLDERS' MEETING OF MAY 20, 1997, REGISTERED ON JULY 11, 1997 UNDER NUMBER 00592697 OF BOOK IX, THE FOLLOWING WERE APPOINTED:

NAME	IDENTIFICATION
FIRST LINE	
PIZANO DE BRIGARD EMILIO	I.D. 00000046131
SECOND LINE	
TRUJILLO DAVILA JAIME	I.D. 00019208110
THIRD LINE	
JARAMILLO FERNANDEZ LUCY ELENA	I.D. 00022371459

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SECRETARY OF STATE
DIVISION OF OPERATIONS

CERTIFIES :

LEGAL REPRESENTATION: THE LEGAL REPRESENTATIVE IS: THE PRESIDENT AND GENERAL MANAGER, WHO SHALL HAVE AN ALTERNATE TO REPLACE HIM IN PERMANENT, TEMPORARY OR OCCASIONAL ABSENCES.

CERTIFIES :

**** APPOINTMENTS : ****

UNDER PUBLIC DEED NO. 0004272 OF NOTARY SEVEN OF SANTA FE DE BOGOTA, D.C., ON AUGUST 25, 1982, REGISTERED ON SEPTEMBER 20, 1982 UNDER NUMBER 00121855 OF BOOK IX, THE FOLLOWING WAS(WERE) APPOINTED:

NAME	IDENTIFICATION
PRESIDENT	
LOPEZ CABALLERO FELIPE	I.D. 00019078598

AS RECORDED IN MINUTES NO. 0000075 OF THE MEETING OF THE BOARD OF DIRECTORS ON JULY 06, 1998, REGISTERED ON SEPTEMBER 22, 1998, UNDER NUMBER 00650276 OF BOOK IX, THE FOLLOWING WAS(ERE) APPOINTED:

NAME	IDENTIFICATION
ALTERNATE OF THE MANAGER	
BALLESTEROS MEJIA ADRIANA	I.D. 00039784108

AS RECORDED IN MINUTES NO. 0000012 OF APRIL 18, 1990, REGISTERED ON AUGUST 30, 1990, UNDER NUMBER 00303308 OF BOOK IX, THE FOLLOWING WAS(ERE) APPOINTED:

NAME	IDENTIFICATION
ALTERNATE OF THE PRESIDENT	
MONTOYA HOLGUIN ANGELA	I.D. 00035460184

CERTIFIES :

POWERS OF THE LEGAL REPRESENTATIVE: THE COMPANY SHALL HAVE A PRESIDENT WHO IS, AT THE SAME TIME, CHAIRMAN OF THE BOARD OF DIRECTORS. THE PRESIDENT OF THE COMPANY SHALL HAVE THE SAME POWERS AS THE GENERAL MANAGER AND, THEREFORE, SHALL ALSO BE A LEGAL REPRESENTATIVE OF THE COMPANY. IN ADDITION TO THE FUNCTIONS ASSIGNED TO THE GENERAL MANAGER BELOW, THE PRESIDENT SHALL HAVE THE FOLLOWING FUNCTIONS INHERENT IN HIS POSITION: 1.- CHAIR THE MEETINGS OF THE GENERAL SHAREHOLDERS' MEETINGS AND THOSE OF THE BOARD OF DIRECTORS; 2.-PRESIDE OVER THE EDITORIAL COMMITTEE. 3.- DECIDE AUTONOMOUSLY THE NUMBER OF MEMBERS OF THE EDITORIAL COMMITTEE; 4.- FREELY DESIGNATE ALL THE MEMBERS OF THE EDITORIAL COMMITTEE; 5.- DESIGNATE THE DIRECTOR, EDITOR AND OTHER COLUMNISTS OF EACH PUBLICATION. 52.2 THE PRESIDENT MAY DELEGATE THE PERSON OR PERSONS WHOM HE CHOOSES FOR SUCH PURPOSE THE FUNCTIONS SET FORTH IN NUMERALS 2,3,4 AND 5 OF ARTICLE 52.1. IN ADDITION TO THE PRESIDENT OF THE COMPANY, IT SHALL HAVE A GENERAL MANAGER, WHO WILL BE ITS LEGAL REPRESENTATIVE FOR

99 APR 05 PM 2:18

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SECRETARY OF STATE
DIVISION OF REGISTRATIONS

PURPOSES IN AN OUT OF COURT, FOR WHICH HE SHALL HAVE BROAD AND SUFFICIENT POWERS TO TAKE ALL STEPS, CARRY OUT ALL THE ACTS AND EXECUTE ALL THE CONTRACTS NECESSARY OR ADVISABLE FOR DUE FULFILLMENT OF THE CORPORATE PURPOSE. THE GENERAL MANAGER SHALL BE IN CHARGE OF THE ADMINISTRATION AND MANAGEMENT OF CORPORATE BUSINESS, SUBJECT TO THE LAW, TO THESE BY-LAWS, THE REGULATIONS AND RESOLUTIONS OF THE GENERAL SHAREHOLDERS' MEETING AND OF THE BOARD OF DIRECTORS. THE GENERAL MANAGER SHALL EXERCISE THE FUNCTIONS INHERENT IN HIS POSITION AND IN PARTICULAR THE FOLLOWING: 1. REPRESENT THE COMPANY IN AN OUT OF COURT, BEFORE ASSOCIATES, ANY THIRD PARTY AND ALL TYPES OF JUDICIAL AND ADMINISTRATIVE AUTHORITIES, AND MAY APPOINT ATTORNEYS IN FACT TO REPRESENT THE COMPANY WHEN NECESSARY; 2.- TO EXECUTE THE AGREEMENTS AND RESOLUTIONS OF THE GENERAL SHAREHOLDERS' MEETING AND OF THE BOARD OF DIRECTORS; 3.- TAKE ALL STEPS, CARRY OUT ALL THE ACTS AND EXECUTE ALL THE CONTRACTS NECESSARY OR ADVISABLE FOR DUE COMPLIANCE WITH THE CORPORATE PURPOSE, FOR WHICH THE GENERAL MANAGER SHALL ENJOY BROAD POWERS. 4.- SUBMIT FOR ARBITRATION OR SETTLE DIFFERENCES OF THE COMPANY WITH THIRD PARTIES; 5.- APPOINT AND REMOVE ANY EMPLOYEES OF THE COMPANY WHOSE DESIGNATION OR REMOVAL IS NOT INCUMBENT UPON THE GENERAL SHAREHOLDERS' MEETING, THE BOARD OF DIRECTORS OR THE PRESIDENT; 6.- DELEGATE CERTAIN FUNCTIONS APPERTAINING TO HIS POSITION, WITHIN THE LIMITS SET FORTH IN THE BY-LAWS, AND TO CONFER GENERAL OR SPECIAL POWERS OF ATTORNEY FOR THE MANAGEMENT OF THE INTERESTS OF THE COMPANY. 7.- ENSURE PROPER COLLECTION AND INVESTMENTS OF COMPANY FUNDS. 8.- ENSURE THAT ALL THE EMPLOYEES OF THE COMPANY STRICTLY FULFILL THEIR DUTIES AND INFORM THE GENERAL SHAREHOLDERS' MEETING OR BOARD OF DIRECTORS OF ANY IRREGULARITIES OR SERIOUS MISCONDUCT WHICH OCCURS IN THIS ASPECT AND; 9.- EXERCISE ALL OTHER FUNCTIONS ASSIGNED TO HIM BY THE LAW, DELEGATED TO HIM BY THE GENERAL SHAREHOLDERS' MEETING, THE BOARD OF DIRECTORS OR THE PRESIDENT. ACCORDING TO THE PROVISIONS OF THESE BY-LAWS, THE PRESIDENT SHALL HAVE, IN ADDITION TO HIS OWN FUNCTIONS, THE SAME FUNCTIONS AND POWERS AS THOSE ASSIGNED TO THE GENERAL MANAGER, WHO SHALL, FOR ALL PURPOSES, BE UNDERSTOOD TO BE SUBJECT TO THE ADMINISTRATIVE AUTHORITY OF THE PRESIDENT. EXCEPT WHERE THE PRESIDENT DIRECTS OTHERWISE, THE GENERAL MANAGER SHALL NOT INTERVENE IN PURELY EDITORIAL ASPECTS RELATED TO THE DIFFERENT PRODUCTS OF THE COMPANY, SUCH ASPECTS BEING, ACCORDING TO THE PROVISIONS OF THESE BY-LAWS, INCUMBENT UPON THE PRESIDENT.

CERTIFIES :

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**** FISCAL AUDITOR ****

ACCORDING TO MINUTES NO. 0000020 OF THE GENERAL SHAREHOLDERS' MEETING OF MAY 20, 1997, REGISTERED ON JULY 11, 1997, UNDER NUMBER 00592697 OF BOOK IX, THE FOLLOWING WAS(ERE) APPOINTED:

NAME	IDENTIFICATION
FISCAL AUDITOR	
PRICE WATERHOLES LTD.	N.I.T. 08600020626
WHO, THROUGH A PRIVATE DOCUMENT OF NOVEMBER 11, 1998, REGISTERED ON NOVEMBER 20, 1998, UNDER NUMBER 00657544 OF BOOK IX, THE FOLLOWING WAS(ERE) APPOINTED:	

NAME	IDENTIFICATION
PRINCIPAL FISCAL AUDITOR	
SERRATO CHAPARRO LEONOR	I.D. 00051940641
ALTERNATE FISCAL AUDITOR	
TAFUR LADINO JUAN CARLOS	I.D. 00079653531

CERTIFIES :

ADDRESS FOR JUDICIAL NOTIFICATION: CALLE 93 B NO. 13-47
MUNICIPALITY: SANTA FE DE BOGOTA D.C.

CERTIFIES :

THAT THROUGH A PRIVATE DOCUMENT OF SANTA FE DE BOGOTA D.C. OF JULY 01, 1998, REGISTERED ON JULY 09, 1998, UNDER NUMBER 00641087 OF BOOK IX, IT WAS REPORTED THAT A SITUATION OF CONTROL BY THE PARENT COMPANY: PUBLICACIONES SEMANA S.A. HAD ARISEN, BUT THE ACRONYM SEMANA S.A. MAY ALSO BE USED IN RESPECT OF THE FOLLOWING SUBORDINATE COMPANIES.

- PUBLICACIONES DINERO LTDA.

DOMICILE : SANTA FE DE BOGOTA, D.C.

CERTIFIES :

THAT THERE ARE NO PREVIOUS REGISTRATIONS TO THE DATE HEREOF MODIFYING ITS CONTENTS EITHER TOTALLY OR PARTIALLY.

THE ACTS OF REGISTRATION CERTIFIED HEREIN ARE FIRM FIVE (5) BUSINESS DAYS FOLLOWING THE DATE OF REGISTRATION, PROVIDING THEY ARE NOT THE SUBJECT OF PETITIONS THROUGH GOVERNMENTAL MEANS.

THE SECRETARY OF THE CHAMBER OF COMMERCE,

**** CERTIFIED AT NO COST TO THE AFFILIATE ****

IN ACCORDANCE WITH DECREE 2150 OF 1995 AND THE AUTHORIZATION ISSUED BY THE SUPERINTENDENCY OF INDUSTRY AND COMMERCE, UNDER

A DOCUMENT OF NOVEMBER 18, 1996, THE MECHANICAL SIGNATURE
BELOW IS FULLY VALID FOR ALL LEGAL PURPOSES.

(ILLEGIBLE SIGNATURE)

The document bears a stamp in which the Secretary of the Superintendency of Industry and Commerce, authenticates the signature stamped on the document, as registered with the Superintendency. (signed) Monica Murcia Páez. Dated January 15, 1999, and also the following stamp: Ministry of Foreign Relations: No. 003861, January 15, 1999: Monica Murcia, whose signature appears on the document, is the incumbent of the position indicated. Illegible signature; Head of Legalizations, Santa Fe de Bogota, D.C.

The above is a true and complete translation of the attached document.
Santa Fe de Bogota, D.C. January 18, 1999

Susan Cowles de Restrepo
Traductora e Intérprete Oficial
Res. No. 1993 Minjusticia 1992

Susan de Restrepo

FILED
SECRETARY OF STATE
DIVISION OF OPERATIONS
99 APR 15 PM 2:18
MINISTERIO DE RELACIONES
EXTERIORES
Cuya firma aparece en el
documento de semperna
las funciones indicadas
Susan Cowles

NO SE ASUME
RESPONSABILIDAD DEL TEXTO
99 JAN 18 AM 8:50
NEED OF LEGALIZATIONS
SANTAFE OF BOGOTIA D.C.

PUBLICACIONES DE CARACTER CIENTIFICO O CULTURAL EN DESARROLLO DEL OBJETO ANTES ENUNCIADO, LA SOCIEDAD PODRA : A) PROMOVER Y FUNDAR ESTABLECIMIENTOS DE COMERCIO, ALMACENES, FABRICAS, DEPOSITOS O AGENCIAS; B) ADQUIRIR A CUALQUIER TITULO TODA CLASE DE BIENES MUEBLES O INMUEBLES, ARRENDARLOS, ENAJENARLOS O GRAVARLOS Y DARLOS EN GARANTIA DE SUS PROPIAS OBLIGACIONES; C.) EXPLOTAR MARCAS, NOMBRES COMERCIALES, PATENTES DE INVENCIONES, DISEÑOS, PROCEDIMIENTOS INDUSTRIALES, TECNOLOGIAS O CUALQUIER OTRO BIEN INCORPORAL, SIEMPRE QUE SEAN AFINES AL OBJETO SOCIAL EXCLUSIVO; D) ADQUIRIR, ENAJENAR, GIRAR, ACEPTAR, ENDOSAR, COBRAR Y PAGAR TODA CLASE DE TITULOS VALORES Y DE VALORES BURSATILES; E) INVERTIR EN SOCIEDADES COMERCIALES QUE TENGAN EL MISMO OBJETO; F) PARTICIPAR EN LICITACIONES PUBLICAS Y PRIVADAS; G) TOMAR DINERO EN MUTUO CON O SIN INTERES O DARLO EN MUTUO CON O SIN INTERESES, CELEBRAR TODA CLASE DE CONTRATOS QUE RESULTAREN NECESARIOS PARA EL DESARROLLO DEL OBJETO SOCIAL EXCLUSIVO, INCLUYENDO PERO SIN LIMITARSE A CONTRATOS CON ENTIDADES BANCARIAS Y/ O FINANCIERAS; H) REPRESENTAR A EMPRESAS NACIONALES O EXTRANJERAS CUYA ACTIVIDAD GUARDE RELACION CON EL OBJETO SOCIAL EXCLUSIVO ANTES ENUNCIADO; I) IMPORTAR, COMPRAR, Y ADQUIRIR A CUALQUIER TITULO EQUIPOS Y MATERIAS PRIMAS QUE REQUIERA PARA EL DESARROLLO DEL OBJETO SOCIAL; J) EN GENERAL, CELEBRAR Y EJECUTAR TODO ACTO O CONTRATO QUE SEA NECESARIO PARA EL DESARROLLO DEL OBJETO SOCIAL; L) CONSTITUIRSE EN GARANTE O FIADORA DE OBLIGACIONES DISTINTAS DE LAS SUYAS PROPIAS CON LA APROBACION PREVIA DE LA JUNTA DIRECTIVA.

CAPITAL: CAPITAL AUTORIZADO

VALOR \$5,000,000,000.00000

NO. DE ACCIONES: 5,000,000.00

VALOR NOMINAL \$1,000.00000

CAPITAL SUSCRITO

VALOR \$880,000,000.00000

NO. DE ACCIONES: 880,000.00

VALOR NOMINAL \$1,000.00000

CAPITAL PAGADO

VALOR \$880,000,000.00000

NO. DE ACCIONES: 880,000.00

VALOR NOMINAL \$1,000.00000

JUNTA DIRECTIVA: PRINCIPAL(ES)

QUE POR ACTA NO. 0000020 DE ASAMBLEA DE ACCIONISTAS DEL 20 DE MAYO DE 1997 INSCRITA EL 11 DE JULIO DE 1997 BAJO EL NUMERO 00592697 DEL LIBRO IX FUE(ROM) NOMBRADO(S)

IDENTIFICACION PRIMER RENGLON

GOMEZ BARRERO PEDRO C.00000078366

SEGUNDO RENGLON

AMOROCHO JOSE DEL CARMEN C.000001913184

TERCER RENGLON

RAMOS-ESTEBAN ETIENNE MARIE JOSEPH C.E.00000114359

JUNTA DIRECTIVA: SUPLENTE(S)

QUE POR ACTA NO. 0000020 DE ASAMBLEA DE ACCIONISTAS DEL 20 DE MAYO DE 1997 INSCRITA EL 11 DE JULIO DE 1997 BAJO EL NUMERO 00592697 DEL LIBRO IX FUE(ROM) NOMBRADO(S)

IDENTIFICACION

PRIMER RENGLON

SEGUNDO RENGLON

TERCER RENGLON

CUARTO RENGLON

QUINTO RENGLON

SEXTO RENGLON

SEPTIMO RENGLON

OCTOavo RENGLON

NOVENO RENGLON

DIEZIMO RENGLON



INSTITUTO CANARIA DE COMERCIO DE BURGOS CANARIA DE COMERCIO DE

2, 3, 4 Y 5 DEL ARTICULO 52-1. ADEMÁS DEL PRESIDENTE DE LA SOCIEDAD, LA SOCIEDAD TENDRÁ UN GERENTE GENERAL, QUIÉN SERÁ SU REPRESENTANTE LEGAL PARA FINES JUDICIALES Y EXTRAJUDICIALES, PARA LO CUAL ESTARÁ INVESTIDO DE AMPLIAS FACULTADES PARA TOMAR TODAS LAS MEDIDAS, REALIZAR TODOS LOS ACTOS Y CELEBRAR TODOS LOS CONTRATOS NECESARIOS O CONVENIENTES PARA EL DEBIDO CUMPLIMIENTO DEL OBJETO SOCIAL. EL GERENTE GENERAL TENDRÁ A SU CARGO LA ADMINISTRACIÓN Y GESTIÓN DE LOS NEGOCIOS SOCIALES CON SUJECCIÓN A LA LEY, A ESTOS ESTATUTOS, A LOS REGLAMENTOS Y RESOLUCIONES DE LA ASAMBLEA DE ACCIONISTAS Y DE LA JUNTA DIRECTIVA. EL GERENTE GENERAL EJERCERÁ LAS FUNCIONES PROPIAS DE SU CARGO Y EN ESPECIAL LAS SIGUIENTES: 1. REPRESENTAR A LA SOCIEDAD JUDICIAL Y EXTRAJUDICIALMENTE ANTE LOS ASOCIADOS, TERCERO Y TODA CLASE DE AUTORIDADES JUDICIALES Y ADMINISTRATIVAS, PUDIENDO NOMBRAR MANDATARIOS PARA QUE REPRESENTEN A LA SOCIEDAD CUANDO FUERE EL CASO; 2. EJECUTAR LOS ACUERDOS Y RESOLUCIONES DE LA ASAMBLEA DE ACCIONISTAS Y DE LA JUNTA DIRECTIVA; 3. TOMAR TODAS LAS MEDIDAS, REALIZAR TODOS LOS ACTOS Y CELEBRAR TODOS LOS CONTRATOS NECESARIOS O CONVENIENTES PARA EL DEBIDO CUMPLIMIENTO DEL OBJETO SOCIAL, PARA LO CUAL EL GERENTE GENERAL ESTARÁ INVESTIDO DE AMPLIAS FACULTADES; 4. SOMETER A ARBITRAMIENTO O TRANSIGIR LAS DIFERENCIAS DE LA SOCIEDAD CON TERCEROS; 5. NOMBRAR Y REMOVER LOS EMPLEADOS DE LA SOCIEDAD CUYA DESIGNACIÓN O REMOCIÓN NO CORRESPONDA A LA ASAMBLEA DE ACCIONISTAS, A LA JUNTA DIRECTIVA O AL PRESIDENTE; 6. DELEGAR DETERMINADAS FUNCIONES PROPIAS DE SU CARGO DENTRO DE LOS LÍMITES SEÑALADOS EN LOS ESTATUTOS Y CONFERIR PODERES GENERALES O ESPECIALES PARA LA GESTIÓN DE LOS INTERESES DE LA SOCIEDAD; 7. CUIDAR DE LA RECAUDACIÓN E INVERSIÓN DE LOS FONDOS DE LA SOCIEDAD; 8. VELAR PORQUE TODOS LOS EMPLEADOS DE LA SOCIEDAD CUMPLAN ESTRICTAMENTE SUS DEBERES Y PONER EN CONOCIMIENTO DE LA ASAMBLEA DE ACCIONISTAS O JUNTA DIRECTIVA LAS IRREGULARIDADES O FALTAS GRAVES QUE OCURRAN SOBRE ESTE PARTICULAR Y; 9. EJERCER LAS DEMÁS FUNCIONES QUE LE ASIGNE LA LEY O LE DELEGUEN LA ASAMBLEA DE ACCIONISTAS, LA JUNTA DIRECTIVA O EL PRESIDENTE. DE ACUERDO CON LO DISPUESTO EN ESTOS ESTATUTOS, EL PRESIDENTE TENDRÁ, ADEMÁS DE LAS FUNCIONES PROPIAS DE SU CARGO, LAS MISMAS FACULTADES Y FUNCIONES ASIGNADAS AL GERENTE GENERAL, QUIEN PARA TODOS LOS EFECTOS SE ENTENDERÁ SOMETIDO A LA AUTORIDAD ADMINISTRATIVA DEL PRESIDENTE. SALVO DISPOSICIÓN EN CONTRARIO EL PRESIDENTE, EL GERENTE GENERAL NO INTERVENDRÁ EN LOS ASPECTOS PURAMENTE EDITORIALES RELACIONADOS CON LOS DISTINTOS PRODUCTOS DE LA SOCIEDAD. ASPECTOS QUE DE ACUERDO CON LO DISPUESTO EN ESTOS ESTATUTOS, SERÁN POTESTAD DEL PRESIDENTE.

CERTIFICA
** REVISOR FISCAL: **
QUE POR ACTA NO 0000020 DE ASAMBLEA DE ACCIONISTAS DEL 20 DE MAYO DE 1997, INSCRITA EL 11 DE JULIO DE 1997 BAJO EL NUMERO 00592697 DEL LIBRO IX FUE (RON) NOMBRADO(S):

NOMBRE
REVISOR FISCAL
PRICE WATERHOUSE LTDA
C.N. I.T. 08600020626

QUE POR DOCUMENTO PRIVADO DEL 11 DE NOVIEMBRE DE 1998, INSCRITA EL 20 DE NOVIEMBRE DE 1998 BAJO EL NUMERO 00657544 DEL LIBRO IX

FUE (RON) NOMBRADO(S):
NOMBRE
REVISOR FISCAL PRINCIPAL

IDENTIFICACION
C.N. I.T. 08600020626



C.C.B.

10555997*

CAMARA DE COMERCIO DE BOGOTA
SEDE NORTE
05 DE ENERO DE 1999 HORA 10:32:10
02NA3010511598PUY1120 HOJA : 003

SERRATO CHAPARRO LEONOR
REVISOR FISCAL SUPLENTE
TAFUR LADINO JUAN CARLOS

DIRECCION DE NOTIFICACION JUDICIAL : CLL 93 B' NO. 13-47
MUNICIPIO : SANTA FE DE BOGOTA D.C.

CERTIFICA
QUE POR DOCUMENTO PRIVADO DE SANTA FE DE BOGOTA D.C. DEL 01 DE JULIO DE 1998 INSCRITO EL 09 DE JULIO DE 1998 BAJO EL NUMERO 00641087 DEL LIBRO IX SE COMUNICO QUE SE HA CONFIGURADO UNA SITUACION DE CONTROL POR PARTE DE LA SOCIEDAD MATRIZ: PUBLICACIONES SEMANA S.A. PERO PODRA TAMBIEN UTILIZAR LA SIGLA SEMANA S.A. RESPECTO DE LAS SIGUIENTES SOCIEDADES SUBORDINADAS: PUBLICACIONES DINERO LTDA
DOMICILIO : SANTA FE DE BOGOTA D.C.

CERTIFICA :
QUE NO FIGURAN INSCRIPCIONES ANTERIORES A LA FECHA DEL PRESENTE CERTIFICADO, QUE MODIFIQUEN TOTAL O PARCIALMENTE SU CONTENIDO:

LOS ACTOS DE REGISTRO AQUI CERTIFICADOS QUEDAN EN FIRME CINCO (5) DIAS HABILES DESPUES DE LA FECHA DE INSCRIPCION, SIEMPRE QUE NO SEAN OBJETO DE RECURSOS EN LA VIA GUBERNATIVA.

EL SECRETARIO DE LA CAMARA DE COMERCIO

CERTIFICADO SIN COSTO PARA EL AFILIADO
DE CONFORMIDAD CON EL DECRETO 2150 DE 1995 Y LA AUTORIZACION IMPARTIDA POR LA SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO MEDIANTE EL OFICIO DEL 18 DE NOVIEMBRE DE 1996 DE LA FIRMA MECANICA QUE APARECE A CONTINUACION TIENE PLENA VALIDEZ PARA TODOS LOS EFECTOS LEGALES.

Que la firma estampada en este documento coincide con la registrada en este documento correspondiente a:

MARIA EUGENIA
5 ENERO 1999
MONICA MURCIA PAEZ

MINISTERIO DE RELACIONES EXTERIORES
CAMARA DE COMERCIO DE BOGOTA

[illegible]