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RJS

Robert J. Slama, P.A.
Attorney at Law

October 31, 2000

EFFECTIVE DATE
10-31-00

FILED
00 NOV -2 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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****131.25 *****87.50

RE: Not-for-Profit Incorporating Documents for
RJS File No. 00-0084

Ladies and Gentlemen:

Enclosed are two original Articles of Incorporation and my check in the amount of \$131.25 for the following:

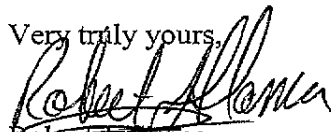
1. Filing fee,
2. Registered Agent Designation,
3. Certified Copy of Articles of Incorporation, and
4. Certificate of Status.

I would very much appreciate your prompt attention in processing the enclosed as my client is leaving for South America around November 7, 2000, and needs to take the documents you are returning with him for the first organizational meeting of the corporation.

If you have any questions concerning the enclosed documents, do not hesitate to contact me immediately.

Thank you very much for your assistance.

Very truly yours,


Robert J. Slama

RJS:lc
Enclosures

cc: Mr. Daan F. Witkamp

Robert Slama GAVE
AUTHORIZATION BY PHONE TO
CORRECT Drop Fil name - Alea
DATE 11-6-00
O.. EXAM CB

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ARTICLES OF INCORPORATION
OF THE
ASOCIACION LATINOAMERICANA DE
EXPOSITORES AGROPECUARIOS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Florida Statutes, Chapter 617.0202, regulating not-for-profit corporations, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not-for-profit corporation.

ARTICLE I

NAME

The name of the Not-for-Profit Corporation ("Corporation") is the Asociacion Latinoamericana de Expositores Agropecuarios, Inc. ("ALEA").

ARTICLE II

DURATION

The existence of the Corporation shall begin on the date of filing, October 31, 2000, and the duration is perpetual.

ARTICLE III

PURPOSE AND LIMITATIONS

(a) The Corporation is organized pursuant to 617.0301, exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they may now exist or as they may hereafter be amended. In furtherance of these stated objectives, the Corporation shall operate to provide assistance to members in tradeshows, and to enable those associated with this Corporation to have more influence with the organizers of poultry and livestock tradeshows in Latin America and to further the interests of the membership of the Corporation.

(b) The Corporation shall have any and all lawful powers provided in Florida Statutes, Section 617.0302, which are not in conflict with these Articles. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

ADDRESS

The street address of the principal office of the Corporation is 569 Stuart Lane, Jacksonville, Florida 32254.

ARTICLE V

OFFICERS

The affairs of the Corporation are to be managed by a President, Secretary, and a Treasurer. The Board of Directors may create other offices as provided for in the By-Laws. All officers will be appointed by the Board of Directors in accordance with the By-Laws.

ARTICLE VI

MEMBERS

The Corporation shall have unlimited members consisting of any exhibitors who wish to participate in poultry and livestock tradeshow in Latin America. The members, in all countries, may be pledged members and will pay an annual assessment in a fee to be determined at the First Organizational Meeting of the Corporation

on November 15, 2000.

ARTICLE VII

REGISTERED AGENT

The initial street address of the Corporation's registered office is presently located at 1817 Atlantic Blvd., Jacksonville, Florida 32207. The initial registered agent for the Corporation at that address is Robert J. Slama, of Robert J. Slama, P.A.

ARTICLE VIII

DIRECTORS

There shall be no less than three (3) members of the Board of Directors, which may be increased as set forth in the By-Laws. The Board of Directors is to be elected as set forth in the By-Laws. The initial Board of Directors is listed below.

Name	Address
Daan F. Witkamp	549 Stuart Lane Jacksonville, Florida 32254
Ricardo A. Menendez	12201 S.W. 132 Court Miami, Florida 33186
Hector Halperin	27 de Febrero 5485 1437 Buenos Aires, Argentina

ARTICLE IX

INCORPORATORS

The name and street address of the person signing these articles of incorporation are:

Name	Address
Daan F. Witkamp	569 Stuart Lane Jacksonville, Florida 32254

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

AMENDMENTS TO ARTICLES

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto is reserved to the Board of Directors as set forth in the By-Laws.

ARTICLE XII

DISSOLUTION

In the event of a dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170(c) (2) of the Internal Revenue Code of 1986 or corresponding sections.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on October 31, 2000.



Daan F. Witkamp

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALEA at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.1507(3).

Dated October 31, 2000.


Name: Robert J. Slama, Esq.

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