

Division of Corporations

5 FAX 305 358 5744

WHITE & CASE

03/09/07

Page 1 of 1

050000002723

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000061333 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305) 371-2700
Fax Number : (305) 358-5744

*Originally Submitted on 3-11-05
Please use 3-11-05 as date of filing!
Thanks*

FLORIDA NON-PROFIT CORPORATION

THE LATIN AMERICA CEO NETWORK, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

ATTN: mwp

1590090-0905 (ETA)

Electronic Filing Menu

Corporate Filing

Public Access Help

Fax Audit No. H05000061333

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAR 11 AM 8:54

**ARTICLES OF INCORPORATION OF
THE LATIN AMERICA CEO NETWORK, INC.**

A Florida Not for Profit Corporation

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE 1

Name and Address

The name of this corporation shall be THE LATIN AMERICA CEO NETWORK, INC. The initial mailing address of the Corporation shall be 11601 S.W. 69 Avenue, Miami, Florida 33156.

ARTICLE 2

Purposes

The principal purpose of the Corporation is to provide multinational CEOs and other business executives the opportunity through fellowship to promote the members' common interests. The Corporation's activities will be directed to the improvement of business conditions in Latin America. This it to be achieved by exchanging between members ideas and information concerning the Latin American region. This forum is a confidential forum where members should feel free to bring issues, ideas, and concerns in order to obtain confidential feedback from a similar group of colleagues in the region.

ARTICLE 3

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE 4

Limitations on Activities

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article 2 hereof), and no

Fax Audit No. H05000061333

member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article 5 hereof.

Section 2. Notwithstanding any other provision of the Articles of Incorporation or Bylaws, the Corporation shall not engage in a regular business of a kind ordinarily carried on for profit, nor shall it conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Code.

ARTICLE 5

Dissolution

Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations exempt from Federal income tax under Section 501(c)(3) of the Code. Any assets not so distributed shall be distributed by a court of competent jurisdiction to such organization or organizations organized and operated exclusively for the aforementioned purposes.

ARTICLE 6

Incorporator

The name and address of the incorporator of this Corporation is:

Michael Stein
11601 S.W. 69 Avenue
Miami, Florida 33156

ARTICLE 7

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE 8

Nonstock Corporation

This Corporation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not for profit corporation.

Fax Audit No. H05000061333

ARTICLE 9

Board of Directors

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

Michael Stein
11601 S.W. 69 Ave.
Miami, FL 33156

Juan Cento
701 Waterford Way, Suite 1000
Miami, FL 33126

Rui DaCosta
5200 Blue Lagoon Drive, Suite 950
Miami, FL 33126

Pete Pizarro
1221 Brickell Ave., 6th Floor
Miami, FL 33131

Section 3. The number of Directors of the Corporation shall be not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE 10

Officers

Section 1. The officers of the Corporation shall include a President, Vice President, and Secretary-Treasurer, and other officers as designated in the Bylaws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE 11

Registered Office and Agent

Section 1. The street address of the registered office of this Corporation is 11601 S.W. 69 Avenue, Miami, Florida 33156.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Michael Stein.

Fax Audit No. H05000061333

ARTICLE 12

Bylaws

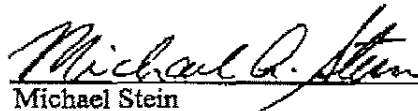
The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

ARTICLE 13

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 11th day of March, 2005.




Michael Stein
Incorporator

Fax Audit No. H05000061333

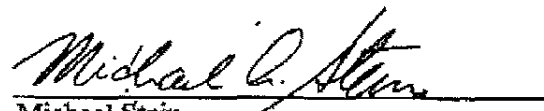
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

THE LATIN AMERICA CEO NETWORK, INC., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated, 11601 S.W. 69 Ave., Miami, Florida 33156, as its initial Registered Office and has named Michael Stein, located at said address as its initial Registered Agent.


Michael Stein
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.


Michael Stein
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAR 11 AM 8:54

Fax Audit No. H05000061333