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TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL IN  
DEPARTMENT OF STATE 401 OCEAN DR  
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EFFECTIVE DATE  
5-2-96

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Articles of Incorporation  
of  
Latin American Marketing Association, Inc.

Article I. Name

The name of this Florida not-for-profit corporation is Latin American Marketing Association, Inc.

Article II. Address

The mailing address of the Corporation is:

Latin American Marketing Association, Inc.  
c/o 701 Brickell Avenue, Suite 1200  
Miami, FL 33131

Article III. Purpose

The Corporation is organized as a trade association for establishing standards and measurements for marketing products and services in Latin America and the Caribbean and to engage in all other lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized.

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws. The Corporation shall have two classes of members: founding members and associate members.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Rossz Fiu Corporation  
701 Brickell Avenue, Suite 1200  
Miami, FL 33131

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes.

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Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Lynn H. Roberts  
Gabriel Gonzalez  
Jan Carson Cheezem

Article VIII. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Code Section 501(c)(3).

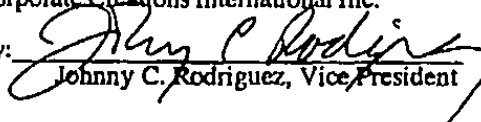
Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of May 2, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on May 2, 1996.

Corporate Creations International Inc.

By:

  
Johnny C. Rodriguez, Vice President

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**CORPORATION:**  
Latin American Marketing Association, Inc.

**REGISTERED AGENT:**  
Rosz Flu Corporation  
701 Brickell Avenue, Suite 1200  
Miami, FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Rosz Flu Corporation

  
Jan Carson Cheezem, President  
By: J.C. Rodriguez, as attorney-in-fact

Date: May 2, 1996

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TALLAHASSEE, FL 32301

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