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William G. McCullough
(305) 347-7310

January 24, 2000

VIA U.S. MAIL

~~Ms. Diane Cushing~~
Corporate Specialist
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

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-01/25/99--01110--016
****285.00 ****285.00

Re: Gringolandia.com, Inc. Incorporation

~~Dear Ms. Cushing:~~

Further to a recent telephone conversation between you and Mr. Scott Fluhrer, please file the enclosed Articles of Incorporation of Gringolandia.com, Inc. and deduct all applicable fees from the \$285.00 paid by Mr. Fluhrer in January 1999 to form Gringolandia.com, L.L.C. (the formation of which was not approved due to documentary deficiencies). The relevant Reference Number is W99000002268, and I understand the relevant "Letter Number" is 399A00003955.

Also, please send a certified copy of the filed Articles of Incorporation for Gringolandia.com, and any remaining balance following payment of all applicable fees, to Mr. Scott F. Fluhrer, 701 Brickell Key Drive, Suite 2002, Miami, Florida 33131.

Thank you for your assistance. Should you have questions concerning any aspect of this matter, please call me at 305-347-7310.

1/31 Per Kim

Was in Batch Work 01/25/00 01065-003
file date using date
of Batch Work 1/25/00.

Sincerely yours,

William G. McCullough

Enclosure

SH

MIADOCS 313566.1 WGM

S. Thompson FEB 01 2000

**ARTICLES OF INCORPORATION
OF
GRINGOLANDIA.COM, INC.**

FILED
00 JAN 25 AM 8:13
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is GRINGOLANDIA.COM, INC. and its address is 701 Brickell Key Drive, Suite 2002, Miami, Florida 33131.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Scott F. Fluhrer	701 Brickell Key Drive Suite 2002 Miami, Florida 33131
William G. McCullough	701 Brickell Key Drive Suite 2002 Miami, Florida 33131

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is William G. McCullough and his address is Shutts & Bowen LLP, 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of January, 2000.

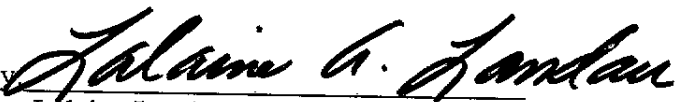

William G. McCullough, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 24th DAY OF JANUARY, 2000.

CORPORATION COMPANY OF MIAMI

By 
Lalaine Landau, Assistant Secretary