



THE UNITED STATES  
CORPORATION  
COMPANY

P0000010966

FILLED

JAN 31 PM 1:17

ACCOUNT NO. : 072100000032

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 567410 4300043

AUTHORIZATION :

Patricia Kizit

COST LIMIT : \$ 78.75

ORDER DATE : January 27, 2000

EFFECTIVE DATE

ORDER TIME : 10:06 AM

01/28/00

ORDER NO. : 567410-005

700003115827--5

CUSTOMER NO: 4300043

CUSTOMER: David De Paris, Legal Asst  
PROSKAUER ROSE LLP  
PROSKAUER ROSE LLP  
1585 Broadway

New York, NY 10036-8299

DOMESTIC FILING

NAME: 24/7 LATINO, INC.

EFFECTIVE DATE: January 28, 2000

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

167-524

EXAMINER'S INITIALS:

PH 2/1/2000

W 2744  
PH 1/31/2000

RECEIVED  
00 JAN 31 PM 12:06  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 31, 2000

CSC NETWORKS

SUBJECT: 24/7 LATINO, INC.  
Ref. Number: W00000002744

**RESUBMIT**

Please give original  
submission date as file date

We have received your document for 24/7 LATINO, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The cover sheet reflected an effective date of January 28, 2000. An effective date must be stated in the document.

Please return the original and one copy of 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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 200A00004582

RECEIVED  
00 FEB -1 AM 10:35  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
24/7 LATINO, INC.

FILED  
00 JAN 31 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I  
Name

EFFECTIVE DATE  
01/28/00

The name of the corporation is 24/7 Latino, Inc.

Article II  
Duration

The corporation shall have perpetual existence.

Article III  
Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV  
Address

The principal place of business of the corporation shall be 1250 Broadway, New York, New York 10001.

Article V  
Capital Stock

The corporation is authorized to issue 1,000 shares of common stock, \$.01 par value per share.

Article VI  
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, FL 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

Article VII  
Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

David J. Moore  
1250 Broadway  
New York, NY 10001

Mark Moran  
1250 Broadway  
New York, NY 10001

Article VIII  
Incorporator

The name and address of the person signing these Articles of Incorporation is: Lana T. Yang, 1585 Broadway, New York, NY 10036.

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X  
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

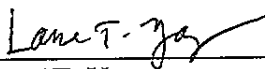
Article XI  
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII  
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon January 28, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of January, 2000.

  
\_\_\_\_\_  
Lana T. Yang  
Incorporator

THIS DOCUMENT HAS AN EFFECTIVE DATE OF JANUARY 28, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Corporation Service Company

**BRIAN COURTNEY, ASST. V.P.**

Registered Agent

Dated: 1/3/2000

FILED

00 JAN 31 PM 1:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA