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**BLUE CHIP HOLDINGS, INC.**  
(Corporate and Resident Agent Services)  
email - [rgoethel@marketfacts.com](mailto:rgoethel@marketfacts.com)  
[RKGoeth@aol.com](mailto:RKGoeth@aol.com)

00 FEB -1 PM 2:20  
TALLAHASSEE, FLORIDA

100 N.W. 37th Ave.  
3rd Floor  
Miami, Florida 33125  
Miami Tel: (305) 643-5580  
Toll Free: (800) 741-5441X580  
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January 31, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida

800003118748--9  
-02/01/00--01089--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: InfoAmericas Corporate, Inc. (Corporate Formation)

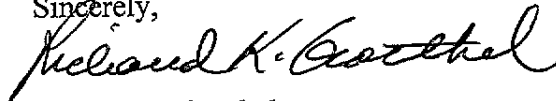
Gentlemen:

Please find enclosed the following:

1. Articles of Incorporation of InfoAmericas Corporate, Inc. (original and 1 copy)
2. Blue Chip Holdings Check # 1157 payable to the Florida Department of State in the amount of \$78.75, which represents the cost of corporate formation, including filing fee, resident agent designation and certified copy.

Please send a certified copy of the Articles to the undersigned at the above referred to address by courier. If you have any questions or require any additional information, please contact the undersigned at your convenience. Thanking you in advance for your prompt attention and cooperation.

Sincerely,



Richard K. Goethel  
President

Encl.

**ARTICLES OF INCORPORATION  
OF  
INFORAMERICAS CORPORATE, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

00 FEB -1 PM 2:20  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be InfoAmericas Corporate, Inc., whose principal office shall be located at 100 N.W. 37th Ave., 3<sup>rd</sup> Floor, Miami, Florida 33125. The Board of Directors may from time to time move the principal office to another location in Florida.

**ARTICLE II - DURATION**

The corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The purpose of the corporation is to engage in any and all activities and/or transactions permitted under the laws of the United States of America and the State of Florida including but not limited to market research and consulting services and the sale of market publications related to business in Latin America.

**ARTICLE IV - STATED CAPITAL**

The Corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1000	Common	\$1.00

Subject to Section 46 of the Florida Business Corporation Act, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

## **ARTICLE V - INCORPORATOR**

The name and address of the incorporator of the corporation is Richard K. Goethel, whose address is 100 N.W. 37<sup>th</sup> Ave., 3<sup>rd</sup> Floor, Miami, Florida 33125.

## **ARTICLE VI - BOARD OF DIRECTORS**

The corporation shall have directors as shall be determined by the bylaws, but shall not be less than one (1). The number of directors may be increased from time to time hereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is:

<u>Office</u>	<u>Name</u>	<u>Address</u>
Director	John Price	19 Earnbridge St., 2nd Floor Toronto, Ontario, Canada M6K
Director	Jan A. Smith	19 Earnbridge St., 2nd Floor Toronto, Ontario, Canada M6K

## **ARTICLE VII - SHAREHOLDERS PROPERTY**

Private property of the shareholders shall not be subject to the payment of the corporation's debts.

## **ARTICLE VIII - AMENDMENTS TO ARTICLES**

These articles of incorporation may be amended in the manner provided by law.

## **ARTICLE IX - INDEMNIFICATION**

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 31 day of January, 2000.



Richard K. Goethel  
Incorporator

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is InfoAmericas Corporate, Inc.
2. The name and address of the registered agent and office is:

Richard K. Goethel  
100 NW 37<sup>th</sup> Ave.  
3<sup>rd</sup> Floor  
Miami, Florida 33125



Richard K. Goethel

Date: 1.31.00

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this Certificate, 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.



Richard K. Goethel

Date: 1.31.00