

PA000039837



THE UNITED STATES CORPORATION COMPANY

FILED

00 APR 20 PM 3: 08

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 669789 4303929

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : April 20, 2000

ORDER TIME : 11:56 AM

ORDER NO. : 669789-005

CUSTOMER NO: 4303929

300003216643--8

CUSTOMER: Ms. Yolanda Rodriguez GREENBERG TRAUIG, P.A. GREENBERG TRAUIG, P.A. 1221 Brickell Avenue 21st Floor Miami, FL 33131

DOMESTIC FILING

NAME: TELEFONICA EMARKETPLACE, INC.

EFFECTIVE DATE:

- 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

EXAMINER'S INITIALS:

Handwritten initials and date: PLH 4/20/00

RECEIVED 00 APR 20 PM 12: 52 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TELEFONICA EMARKETPLACE, INC.

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ARTICLE I

The name of the corporation is TELEFONICA EMARKETPLACE, INC. (the "Corporation").

ARTICLE II

The address of the initial principal office and the mailing address of the 1221 Brickell Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are (2), and the name of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified are:

Juan Villalonga
1221 Brickell Avenue
Suite 1200
Miami Beach, Florida 33133

Rafael Hernandez
1221 Brickell Avenue
Suite 1200
Miami Beach, Florida 33133

ARTICLE VII

The name of the Incorporator is Patricia Menendez-Cambo and the address of the Incorporator is 1221 Brickell Avenue, Suite 1200, Miami, Florida 33131

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19 day of April, 2000.



Patricia Menendez-Cambo, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TELEFONICA EMARKETPLACE, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY


Agent for the Registered Agent

BRIAN COURNEY, ASST. V.P.

Dated: April 20th, 2000