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Florida Department of State

Division of Corporations

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Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 MAY 23 11:18

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FLORIDA PROFIT CORPORATION OR P.A.

LAT-INVEST USA, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

FOR

LAT-INVEST USA, INC.

The undersigned, acting as incorporate(s) of a Corporation pursuant to Chapter 607 Florida Statutes, adopt(s) the following Articles of Incorporation.

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2000 MAY 23 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of the Corporation shall be:

LAT-INVEST-USA, INC.

ARTICLE II- PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

**1762 CORAL WAY
MIAMI, FLORIDA 33145**

ARTICLE III- CORPORATE DURATION

The duration of the Corporation is to be perpetual.

These Document prepared by:
EDUARDO CANTERA, ESQ.
1762 Coral Way
Miami, Florida 33145
FBN: # 154990
TEL: (305) 442-4343 FAX: (305) 285-2884

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ARTICLE IV - PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida

ARTICLE V CAPITALIZATION

The aggregate number of shares which the Corporation is authorized to issue is 1,000 Shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI- DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be four (2)

Luis G. Romay-President

Felix E. Guzman-Vice President

ARTICLE VII- INCORPORATORS

The name and address of each Incorporate is:

NAME	ADDRESS
Luis G. Romay	Calle Pariata #53 Urb Macaracuay Caracas, Venezuela 01070
Felix E. Guzman	Urb, Lomas de la Trinidad Calle El Rincon Resid. El Coliseo 3B Caracas, Venezuela

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ARTICLE VIII- INDEMNIFICATION

This Corporation shall indemnify and may insure it's Officers and Directors to the fullest extent permitted by Law.

The Undersigned Incorporator(s) has (have) executed these Articles of

Incorporation this 22nd day of May 2000

Signatures(s) of the Incorporate(s)


Luis G. Romay -President


Felix E. Guzman -Vice President

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H00000028029**CERTIFICATE OF DESIGNATION
REGISTERED AGENT /REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the Undersigned corporation, organized under the laws of the State of Florida, submits the followings statement in designating the registered office/ registered agent, in the State of Florida.

1. The name of the corporation is: LAT-INVEST USA, INC.

2. The name and address of the registered agent and office is:

EDUARDO CANTERA, ESQUIRE

(NAME)

1762 Coral Way

(ADDRESS-P. O. BOX NOT ACCEPTABLE)

Miami, Florida 33145

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TALLAHASSEE, FLORIDA

**HAVING BEEN NAMED AS REGISTERED AGENT AND 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 POSITIONS AS
REGISTERED AGENT.**

Signature

Date

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