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September 12, 2000

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-09/18/00--01079--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Latam Merchandising Group, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida Corporation. Also enclosed is a check in the amount of \$70.00, representing the filing fees for the above-named proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



Jeffery D. Chandler  
319 Clematis Street, Suite 1000  
West Palm Beach, Florida 33401

FILED  
00 SEP 18 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LATAM MERCHANDISING GROUP, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is LATAM MERCHANDISING GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 319 Clematis Street, Suite 1000, West Palm Beach, Florida 33401.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock, .0001 par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Kenneth R. Duboff, P.A., 10920 Biscayne Blvd., Miami, Florida 33161.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation is Jeffery D. Chandler, 319 Clematis Street, Suite 1000, West Palm Beach, Florida 33401.

The undersigned incorporator has executed these articles of incorporation on September 12, 2000.

  
Jeffery D. Chandler, President

**Acceptance of Registered Agent**

Having been named to accept service of process for Latam Merchandising Group, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3). *Kenneth R. Duboff, P.A.*

*Dy: Kenneth R. Duboff*

Kenneth R. Duboff, Esq.

September 12, 2000