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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

CAPITAL TOWER SA, INC.

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| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION
OF
CAPITAL TOWER SA, INC.

ARTICLE ONE: NAME

The name of this corporation is:

CAPITAL TOWER SA, INC.

ARTICLE TWO: NATURE OF BUSINESS

The corporation may engage in any lawful business as is or may be authorized by the laws of the State of Florida and the laws of the United States. It is understood that the corporation's specific powers in these Articles of Incorporation shall not be deemed to be exclusive.

ARTICLE THREE: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time, unless these Articles are otherwise amended, is 100 shares at One Dollar (\$1.00) par value. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property, or in labor for services at a fair valuation to be fixed by the incorporator or by the shareholders at a meeting called for such purpose.

ARTICLE FOUR: INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is: ONE HUNDRED DOLLARS (\$100.00).

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ARTICLE FIVE: TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE SIX: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SEVEN: PLACE OF BUSINESS

The principal place of business of the corporation shall be 1260 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, with such other place or places of business as may be determined and fixed by the Board of Directors.

ARTICLE EIGHT: REGISTERED AGENT AND OFFICE

The name and address of the registered agent is:

Linda L. Carroll
Carroll & Associates, P.A.
1260 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

ARTICLE NINE: DIRECTOR(S)

This corporation shall have Two (2) Directors initially. The number of directors may increase from time to time as provided for in the By-laws.

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ARTICLE TEN: INITIAL BOARD OF DIRECTORS

The name and mailing address of the initial Directors are:

Mauricio-Venegas
Transversal 19A
#95-19
Bogota, Colombia

and

Mauricio Mustafa
Transversal 19A
#95-19
Bogota, Colombia

ARTICLE ELEVEN: INCORPORATOR

The name and mailing address of the incorporator is:

Mauricio Venegas
c/o Carroll & Associates, P.A.
One Southeast Third Avenue
Suite 1260
Miami, Florida 33131

ARTICLE TWELVE: AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained within these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation: Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by three quarters of the stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement registering their intention that a certain amendment of these Articles of Incorporation be made.

The Board of Directors reserves the right and shall have the power to make or amend the By-laws and to allow or fix any amount

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of capital or other property to be reserved for working capital.
 The private property of the stockholders shall not be subject to
 the payment of any corporate debt to any extent whatsoever.

ARTICLE THIRTEEN: INDEBTEDNESS

The outstanding indebtedness of the corporation shall be unlimited.

IN WITNESS WHEREOF, the undersigned Incorporator has executed
 these Articles of Incorporation this 22 day of November, 2000.

Republic of Colombia
 City of Santa Fe de Bogota
 State of the
 United States of America
 STATE OF
 COUNTRY OF

SS:

MAURICIO VENEGAS

The foregoing instrument was acknowledged before me
 this 22nd day of November, 2000 by Mauricio Venegas who personally
 appeared before me and who presented the following document as
 means of identification: Colombian passport No. 19074645.

Notary Public

JEANETTE A. HANTKE

Consul of the

Print Name

United States of America

RESIDENT AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Resident Agent

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