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

From: Account Name : CORPORATION SERVICE COMPANY
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RESUBMIT
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

LATIN P.R. INC.

Certificate of Status	1
Certified Copy	1
Page Count	10
Estimated Charge	\$87.50



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 28, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: LATIN P.R. INC.
Ref. Number: W01000004608

We have received your document for LATIN P.R. INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Letter Number: 301A00012546

RESUBMIT
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01 FEB 28 AM 8:57
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
LATIN P.R., INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

Latin P.R. Inc.

The principal place of business of this corporation initially shall be 1101 Brickell Avenue, Suite 1100, Miami, FL 33131.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation is 1101 Brickell Avenue, Suite 1100, Miami, FL 33131.

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The name of the initial registered agent of the corporation at that address is Frederick Woodbridge, Jr.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

DIRECTORS

This corporation shall have four (4) directors, initially. The name and street address of the initial members of the Board of Directors are:

Fernan Martinez

601 Brickell Key Drive, Suite 200
Miami, Florida 33131

Camilo Sarmiento

c/o Peña, Woodbridge & Salazar
1101 Brickell Avenue, Suite 1100
Miami, Florida 33131

Mayra Sarmiento

c/o Peña, Woodbridge & Salazar
1101 Brickell Avenue, Suite 1100
Miami, Florida 33131

Adriana Gutiérrez

c/o Peña, Woodbridge & Salazar
1101 Brickell Avenue, Suite 1100
Miami, Florida 33131

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator executing these Articles of Incorporation is:

Frederick Woodbridge, Jr., Esq.
1101 Brickell Avenue, Suite 1100
Miami, FL 33131

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FAX:8505211010

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2-27-2001 4:53PM

FROM J DAVID PENA / ASSOC 3053723768

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Frederick Woodbridge, Jr.
Incorporator

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LOCATION:3053723768

RX TIME 02/27 '01 16:56

2-27-2001 4:53PM

FROM J DAVID PENA / ASSOC 3053723768

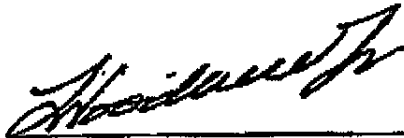
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LATIN P.R., INC.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, FREDERICK WOODBRIDGE, Jr., having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 27th day of February, 2001.



Frederick Woodbridge, Jr.

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