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KILPATRICK STOCKTON LLP

Attorneys at Law
Suite 2000
FIRST UNION FINANCIAL CENTER
200 South Biscayne Boulevard
Miami, Florida 33131-2310
Telephone: 786.777.8000
Facsimile: 786.777.8001
Web site: www.kilpatrickstockton.com

March 21, 2001

E-mail: TRodriguez@KilpatrickStockton.com
Direct Dial: 786.777.8013

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

FILED
01 MAR 26 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Latin American Publishing Group, Inc.

Dear Sirs/Madams:


Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation as well as our check in the amount of \$78.75 representing filing fee, registered agent fee and fee for the obtaining of a certified copy of the Articles.

We look forward to receiving the certified copy of Latin American Publishing Group Inc.'s articles of incorporation.

Thank you.

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*****78.75 *****78.75

Very truly yours,



Tina Rodríguez
Legal Assistant

Enclosures: as stated above

MIALIB01:5645.1

J. BRYAN MAR 29 2001

ARTICLES OF INCORPORATION
OF
LATIN AMERICAN PUBLISHING GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is LATIN AMERICAN PUBLISHING GROUP, INC.
(hereinafter called the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV

The street address of the initial registered office of the Corporation is First Union Financial Center – Suite 2000, 200 South Biscayne Boulevard, Miami, FL 33131 and the name of the initial registered agent of the Corporation at that address is GEORGE R. HARPER.

ARTICLE V

The street address of the initial principal office and mailing address of the Corporation is First Union Financial Center – Suite 2000, 200 South Biscayne Boulevard, Miami, FL 33131.

ARTICLE VI

The Corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation is as follows:

Miguel Silva Director
c/o 200 South Biscayne Boulevard – Suite 2000
Miami, FL 33131

Carlos Hernando Ramirez Director
c/o 200 South Biscayne Boulevard – Suite 2000
Miami, FL 33131

Rafael Molano Director
c/o 200 South Biscayne Boulevard – Suite 2000
Miami, FL 33131

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

George R. Harper
Kilpatrick Stockton LLP
First Union Financial Center – Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 15th day of March, 2001.



Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That LATIN AMERICAN PUBLISHING GROUP, INC., desiring to organize under the laws of the State of Florida, has named GEORGE R. HARPER, located at First Union Financial Center – Suite 2000, 200 South Biscayne Boulevard, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 15th day of March, 2001.


Registered Agent

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