

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
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From:

Account Name : WESLEY M. ROBINSON, PROFESSIONAL ASSOCIATION
Account Number : 075512003036
Phone : (305) 377-3352
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FLORIDA PROFIT CORPORATION OR P.A.

ANDEAN BROKERS USA, INC.

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CASE 11

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANDEAN BROKERS USA, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be: ANDEAN BROKERS USA, INC.

ARTICLE II.

Nature of Business

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.

Capital Stock

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporation shall be as follows:

<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Par Value/ Per Share</u>
Common Stock	1,000	\$ 1.00

The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

ARTICLE IV.

Incorporator

The name and street address of the Incorporator of this Corporation, are as follows:

Wesley M. Robinson, Esq.
Howe, Robinson & Watkins LLP
501 Brickell Key Drive
Suite 504
Miami, Florida 33131

ARTICLE V.

Term of Corporate Existence

This Corporation shall exist perpetually, effective as of the date of filing with the Florida Secretary of State, unless dissolved according to law.

ARTICLE VI.

**Address of Principal Office, Registered
Office and Registered Agent**

The street address of the principal office of this Corporation is: 501 Brickell Key Drive, Suite 504, Miami, Florida 33131. The street address of the corporation's registered office is 501 Brickell Key Drive, Suite 504, Miami, Florida 33131. The name of the registered agent of the Corporation at the above address shall be Wesley M. Robinson, Esq. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

ARTICLE VII.

Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman, of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE IX.

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X.

Indemnification of Directors

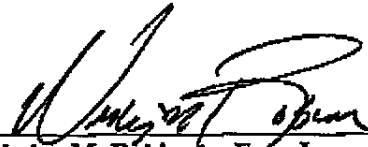
and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

ARTICLE XI.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

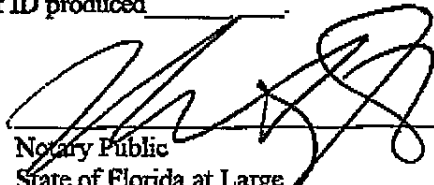
IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 25TH day of May, 2001.



Wesley M. Robinson, Esq., Incorporator


STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 25th day of May, 2001, by Wesley M. Robinson, Esq., who is personally known to me (Yes) (No) or who produced _____ as identification. Type of ID produced _____



Notary Public
State of Florida at Large

My Commission Expires:

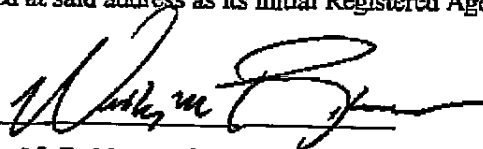
 Humberto Rodriguez
My Commission CG88894
Expires November 11, 2003

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted: ANDEAN BROKERS USA, INC., desiring to organize as a corporation under the laws of the State of Florida has designated 501 Brickell Key Drive, Suite 504, Miami, Florida 33131, as its initial Registered Office and has named Wesley M. Robinson, Esq., located at said address as its initial Registered Agent.

By: 
Wesley M. Robinson, Esq., Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: 
Wesley M. Robinson, Esq., Registered Agent

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