

Division of Corporations

H01000109770

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.**ATENTO NORTH AMERICA, INC.**

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ARTICLES OF INCORPORATION
OF
ATENTO NORTH AMERICA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is ATENTO NORTH AMERICA, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The name of the Corporation's initial registered office is CorpDirect Agents, Inc., and their address is 103 North Meridian Street, Tallahassee, FL 32301.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of Directors constituting the initial Board of Directors is two (2), and the name of

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the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Federico Sánchez
1221 Brickell Avenue
Miami, FL 33131

Patricia Menéndez Cambó
1221 Brickell Avenue
Miami, FL 33131

ARTICLE VII

The name of the Incorporator is Patricia Menéndez Cambó and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Articles of Incorporation on this 19th day of November, 2001.

P. M. Cambo
Patricia Menendez-Cambo, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named the Registered Agent of ATENTO NORTH AMERICA, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CorpDirect Agents, Inc.

Sam Wolfe

As Agent for the Registered Agent

Dated: November 19th 2001

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