

**P02000046298**

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H02000105732 0)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 APR 26 AM 8:36

FILED

**FLORIDA PROFIT CORPORATION OR P.A.**

**INSITE LATIN AMERICA INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

H02000105732

FILED  
02 APR 26 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**INSITE LATIN AMERICA INC.**

**ARTICLE I**

The name of the corporation is **INSITE LATIN AMERICA, INC.** (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 2829 Indian Creek Drive #1405, Miami Beach, Florida 33140.

**ARTICLE III**

The purpose for which the Corporation is organized is to transact all lawful business. The Corporation shall have the power to purchase or otherwise obtain all rights and property in all forms, enter into obligations and exercise all such acts as are lawful and not otherwise prohibited by law.

**ARTICLE IV**

The Corporation shall have authority to issue Three Thousand (3,000) shares of Common Stock having a par value of \$0.01 per share. Stock shall be issued only as authorized by the affirmative vote of holders of a majority of the shares of the Common Stock of the Corporation entitled to vote and represented at a meeting at which a quorum is present.

**ARTICLE V**

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 fifty (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

H02000105732

H02000105732

the meeting describing the purpose or purposes for which it is to be held.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) Director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The Board of Directors shall initially consist of three (3) members and the name and address of each such member, who will serve until his successor is duly elected and qualified, is:

Estanislao Barry  
Ortega y Gasset 1734 6to D. 1426  
Capital Federal, Buenos Aires - Argentina

Nicolás Mauricio Marjovsky  
Ohiggins 4301, 1429  
Capital Federal, Buenos Aires - Argentina

Federico Fernández Prato  
Cramer 1663 6to B. 1426  
Capital Federal, Buenos Aires - Argentina

#### ARTICLE VII

These Articles of Incorporation and the Bylaws of the Corporation may only be adopted, amended, altered, changed or repealed pursuant to the affirmative vote of a majority of the shares of the Common Stock of the Corporation entitled to vote and represented at a meeting at which the quorum is present.

#### 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.

#### ARTICLE IX

The name and Florida street address of the Corporation's initial registered agent and registered office are:

CorpDirect Agents, Inc.  
103 N. Meridian St., Lower Level  
Tallahassee, Florida 32301

H02000105732

*Having been named as the registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CORPDIRECT AGENTS, INC.

By: Pam Wolfe  
Name: Pam Wolfe - It's Agent

Date: April 26, 2002

As agent for the registered agent

**ARTICLE X**

The name of the Incorporator is David da Silva Cornell, Esq. and the address of the Incorporator is Greenberg Traurig, P.A., 1221 Brickell Avenue 22nd Floor, Miami, Florida 33131.

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 this 25<sup>th</sup> day of April, 2002

David da Silva Cornell  
David da Silva Cornell, Incorporator

H02000105732

FILED  
02 APR 26 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA