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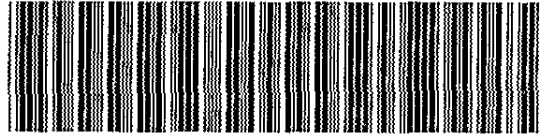
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03/12/03--01031--015 \*\*78.75

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. COP LATIN AMERICA, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

FILED

2003 MAR 18 AM 9:55

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

March 18, 2003

LAZARUS CORPORATE FILING SERVICE  
3320 S.W. 87 AVENUE  
MIAMI, FL

SUBJECT: COP LATIN AMERICA, INC.  
Ref. Number: W03000007248

We have received your document for COP LATIN AMERICA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

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.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 103A00016666

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

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2003 MAR 18 AM 9:55

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

March 13, 2003

LAZARUS CORPORATE FILING SERVICE  
3320 S.W. 87 AVENUE  
MIAMI, FL

SUBJECT: COP LATIN AMERICA, INC.  
Ref. Number: W03000007248

We have received your document for COP LATIN AMERICA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 803A00015758

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

03 MAR 17 AM 11:50

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EFFECTIVE DATE

3/11/03

FILED

2003 MAR 18 AM 9:55

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

COP LATIN AMERICA, INC.

ARTICLE I - NAME

The name of this corporation is:

COP LATIN AMERICA, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence on March 11, 2003.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue up to ONE HUNDRED THOUSAND (100,000) shares of common stock with a par value of ONE and NO/00 (\$1.00) Dollar each.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors.

The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal address of the initial registered office of this corporation is 7001 N.W. 113rd Court, Miami, Florida 33178.

and the name of the initial registered agent of this corporation

at that address is *MARLENY SALCEDO MEDEROS*

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
EDUARDO VELEZ	848 Brickell Key, apt. 3905 Miami, Florida. 33131

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, at a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim

or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
EDUARDO VELEZ	848 Brickell Key, apt. 3905 Miami, Florida. 33131

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner

provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11th day of March, 2003.

  
EDUARDO VELEZ

Subscriber

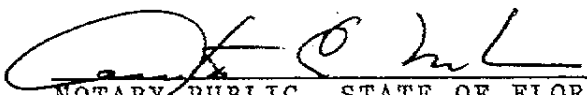
Subscriber

STATE OF FLORIDA )  
COUNTY OF DADE ) SS.

before me, a Notary Public authorized to take acknowledgments in the state and country set forth above, personally appeared

EDUARDO VELEZ, who has produced his driver license as identification known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledge before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and country aforesaid, this 11th day of March, 2003.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission expires:



Gustavo E. Manito  
Commission # CC 941608  
Expires July 15, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.



Gustavo E. Manito  
Commission # CC 941608  
Expires July 15, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: COP LATIN AMERICA, INC.

2. The name and address of the registered agent and office is:

MARLENY SALCEDO MEDEROS

(NAME)

7001 N.W. 113rd. Court

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida. 33178

(CITY/STATE/ZIP)

SIGNATURE 

(corporate officer)

EDUARDO VELEZ

TITLE President

DATE March 11, 2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

SIGNATURE 

MARLENY SALCEDO MEDEROS

DATE March 11, 2003

REGISTERED AGENT FILING FEE: \$35.00

FILED  
2003 MAR 18 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA