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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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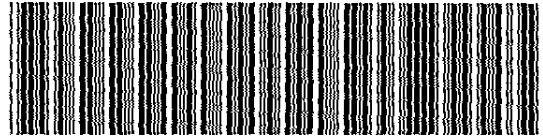
(Business Entity Name)

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# SÁEZ & ASSOCIATES

ATTORNEYS AT LAW  
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PEDRO P. SÁEZ

OF COUNSEL:  
GEORGE T. RAMANI, P.A.  
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LUIS M. ARTIME, P.A.  
SONIA WILCZEWSKI, P.A.

VENEZUELA OFFICE:  
Multicentro Empresarial  
Macaracuay, Piso 8, Ofic. 7  
Urbanización Macaracuay  
Caracas, Venezuela 1061

February 6, 2006

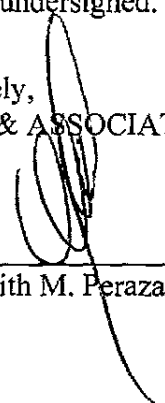
Department of State  
Divisions of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sir/Madam:

Enclosed please find two counterparts of Articles of Incorporation for the above-referenced corporation and check in the amount of \$78.75 to cover the filing fee.

Please file the enclosed Articles and return a copy in the enclosed return envelope. If you have any questions, please feel free to contact the undersigned.

Sincerely,  
SAEZ & ASSOCIATES

By:   
Judith M. Peraza, Paralegal

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

*Latino Marketing Group, Inc.*

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The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

### ARTICLE I - Name

The name of the corporation is *Latino Marketing Group, Inc.*

### ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131.

### ARTICLE III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

### ARTICLE IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

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#### **ARTICLE V - Authorized Shares**

- (a) Number. The Corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of \$1.00 each.
- (b) Preemptive Rights. Shareholders shall have preemptive rights.

#### **ARTICLE VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, Fifth Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Marlene Sikaffy.

#### **ARTICLE VII - Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first member of the board of directors are:

Name:

Marlene Sikaffy

Address:

888 Brickell Avenue, 5<sup>th</sup> Floor  
Miami, Florida 33131

#### **ARTICLE VIII - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

**ARTICLE IX - Incorporator**

The name and address of the subscriber to these Articles are:

Name:

Marlene Sikaffy

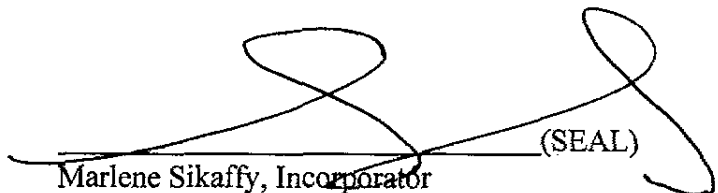
Address:

888 Brickell Avenue

5<sup>th</sup> Floor

Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 6<sup>th</sup> day of February, 2006.

  
Marlene Sikaffy, Incorporator (SEAL)

STATE OF FLORIDA                    )  
  )SS:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, the undersigned authority, this day personally appeared Marlene Sikaffy, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami- Dade County,  
Florida this 6<sup>th</sup> day of February, 2006.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

\_\_\_\_\_  
Printed Name of Notary

Commission No: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

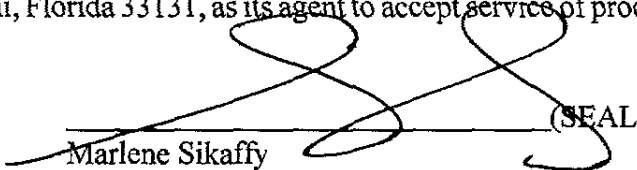


JUDITH M. PERAZA  
MY COMMISSION # DD 387709  
EXPIRES: July 14, 2008  
Bonded Thru Budget Notary Services

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

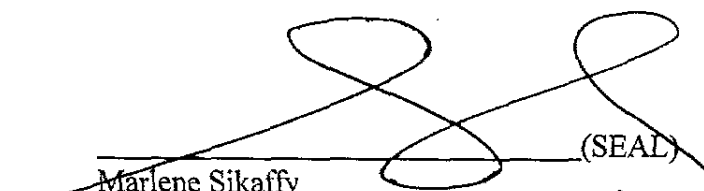
Latino Marketing Group, Inc. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Marlene Sikaffy, located at 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.

 (SEAL)

Marlene Sikaffy  
Incorporator

Dated: February 6, 2006

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.

 (SEAL)

Marlene Sikaffy  
Registered Agent

Dated: February 6, 2006

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TALLAHASSEE, FLORIDA