

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0391 FAX

800-342-8086

P95000003998

CSO networks

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000002

REFERENCE : ~~524903~~ 8766A

AUTHORIZATION : *Tatucia Tzuts*

COST LIMIT : 970.00

ORDER DATE : January 13, 1995

ORDER TIME : 10:20 AM

300001880668

ORDER NO. : 524903

CUSTOMER NO: 8766A

CUSTOMER: Myra Ballou, Legal Secretary
LENOFF & LENOFF, P. A.

Suite 405
1761 West Hillbora Boulevard
Deerfield Beach, FL 33442

DOMESTIC FILING

P95000003998

NAME: THE INSTANT PUBLISHER LATIN
AMERICA, INC.

02250, 413, 1671
0295, 1072

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol J. Davis

EXAMINER'S INITIALS: *TW*

1-17-95
01

RECEIVED
95 JAN 13 PM 12:39
DIVISION OF CORPORATION

FILED
95 JAN 13 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

95 JAN 17 10 20

January 13, 1995

also date

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: THE INSTANT PUBLISHER LATIN AMERICA, INC.
Ref. Number: W95000001072

We have received your document for THE INSTANT PUBLISHER LATIN AMERICA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return 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 (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 995A00001731

Resubmit

FILED
95 JAN 13 11 11 AM '13
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE INSTANT PUBLISHER LATIN AMERICA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME:

The name of the corporation shall be THE INSTANT PUBLISHER LATIN AMERICA, INC.

ARTICLE II - ADDRESS:

The principal mailing address and principal address of the corporation shall be 1975 Sterling Road, Suite 103, Dania, FL 33004.

ARTICLE III - PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are any and all lawful acts that can be performed by a Florida corporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Thousand (1000) shares of common stock, having a nominal or par value of Fifty Cents (\$.50) per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than Fifty Cents (\$.50).

ARTICLE V - TERM

This corporation shall have a perpetual existence.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and Registered Office for the corporation shall be Michael Daszkal, 7301 A West Palmetto Park Road, Suite 204 A, Boca Raton, FL 33433, and such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VII - DIRECTORS AND OFFICERS

This corporation shall have not less than 1 nor more than 5 directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are: James Hai M. Vaturi, 1975 Sterling Road, Suite 103, Dania, FL 33004

ARTICLE VIII - SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation is: James Hai M. Vaturi, 1975 Sterling Road, Suite 103, Dania, FL 33004

ARTICLE IX - SPECIAL PROVISION

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or after such meeting, all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this Corporation, if at any time prior to, during or after such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws for that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws for that vote.

ARTICLE X - INSPECTION OF BOOKS AND RECORDS

The Corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the Corporation shall be indemnified by the Corporation, to the extent permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII - TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

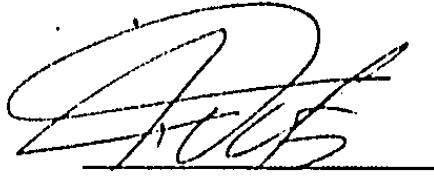
ARTICLE XIII - SHAREHOLDER'S AGREEMENT

The shareholders of this Corporation shall be permitted to enter into a Shareholder's Agreement, and in the event that such Agreement is entered into, it shall have all force and effect as provided in the agreement, and as permitted under Florida law.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner and with the notice required by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Duval County, Florida this 12 day of January, 1975.



James Hai M. Vaturi

STATE OF FLORIDA)
COUNTY OF BRUNSWICK)

BEFORE ME, the undersigned authority, this day personally appeared James Hai M. Vaturi, who executed the foregoing Articles of Incorporation of THE INSTANT PUBLISHER LATIN AMERICA, INC., and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at BRUNSWICK County, Florida on this 12 day of January, 1995.

 personally known or identified with
FLORIDA CHAMBER OF COMMERCE V.3000 333 47 28'S 0
Type of identification presented


Notary Public

My Commission Expires:



MICHELE M. LENOFF
MY COMMISSION # CC396979 EXPIRES
October 15, 1998
BONDED THRU TROY FAIR INSURANCE, INC

FILED
95 JAN 13 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of:

THE INSTANT PUBLISHER LATIN AMERICA, INC.

and agree to serve as its agent to accept service to process within this State at its
Registered Office.

Michael Daszkal
Michael Daszkal

1/12/95
Date

INSTANT.INC