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ACCOUNTING & TAX SOLUTIONS, INC.  
520 NORTH SEMORAN BLVD., SUITE 290  
ORLANDO, FL. 32807  
(407) 282-8031

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 20 AM 11:33

January 11, 1995

Department of State  
Division of Corporations  
409 East Gaines St.  
Tallahassee, FL 32399

400001880024  
-01/20/95--01094--012  
++++\$70.00 +++++\$70.00

SUBJECT: LATIN FOLK ART & GIFT, INC

Enclosed please find the original and one (1) copy of the articles of Incorporation for the above corporation and check in the amount of \$70.00 for the filing fee and registered Agent fee.

FROM: SANTOS RIVERA  
520 N. SEMORAN BLVD. SUITE 290  
ORLANDO, FL. 32807

SPC

**ARTICLES OF INCORPORATION  
LATIN FOLK ART & GIFT, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE 1 - NAME**

The name of the Corporation shall be: LATIN FOLK ART & GIFT, INC.

**ARTICLE - II**

The Corporation shall have perpetual existence.

**ARTICLE - III**

The general purpose of the business to be transacted by this Corporation is:

- A. Transacting any or all lawful business for which corporations may be incorporated under Florida Statutes.
- B. To engage in the sale, purchase, trade, exchange, manufacturing, marketing, import and export of folk, art, and general foreign and domestic merchandise in the United States and around the world. To represent, exchange and acquire goods of any kind.
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.
- D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof necessary and incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful manner, pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.
- E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE - IV - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

124 W PINE STREET SUITE 138  
ORLANDO, FL. 32801

**ARTICLE - V - CAPITAL STOCK**

This corporation is authorized to have 10,000 shares of \$10.00 par value common stock, which shall be designated common shares.

ARTICLE - VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Mr. JORGE L. QUINTERO  
6801 YUCATAN DRIVE  
ORLANDO, FL 32807

The registered agent of the corporation may be changed at anytime without an amendment of these Articles.

ARTICLE - VII - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

JORGE L. QUINTERO  
6801 YUCATAN DRIVE  
ORLANDO, FL 32807

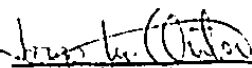
DAVID ROJAS  
APARTMENT 51 EL MARQUES  
CARACAS, VENEZUELA

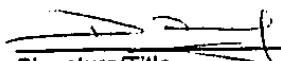
ARTICLE - VIII - DIRECTORS

The business and affairs of the corporation shall be managed by a Board of one or more Directors. The number and composition of which Board shall from time to time be established by the Board of Directors.

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, and stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this \_\_\_ day of January 1995.

 PRESIDENT.  
Signature/Title  
"Florida Drivers License for I.D."

 VICE PRESIDENT.  
Signature/Title  
"Columbia Passport used for I.D."

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Mr. Jorge L. Quintero and David Rojas and acknowledged that they executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 16<sup>th</sup> day of January 1995.



Notary Public - State of Florida  
COMM. #  
My commission expires:



OFFICIAL SEAL  
EVARISTO SOTO, JR.  
My Commission Expires  
Jan. 12, 1996  
Comm. No. CC 173851

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STATE OF FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 807.0501, 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: LATIN FOLK ART & GIFT, INC.
- 2 - The name and address of the registered agent and office is:

Mr. JORGE L. QUINTERO  
6801 YUCATAN DRIVE  
ORLANDO, FL 32807

SIGNATURE   
(CORPORATE OFFICER)

TITLE Vice President

DATE 01-16-95

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   
(RESIDENT AGENT)

DATE 01-16-95

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