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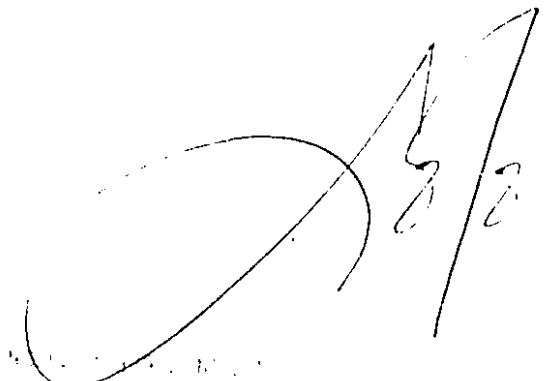
(((H95000008664))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MARKETING EXCHANGE FOR SOUTH AMERICA, INC.  
FAX AUDIT NUMBER: H95000008664 CURRENT STATUS: REQUESTED  
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ARTICLES OF INCORPORATION  
OF

MARKETING EXCHANGE FOR SOUTH AMERICA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I  
NAME

The name of the Corporation is MARKETING EXCHANGE FOR SOUTH AMERICA, INC.

ARTICLE II  
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III  
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or

STEPHEN A. PAPY, ESQ.  
ONE SE 3rd AVE. # 2660  
Miami, FL 33131  
(305) 371. 8311 / FBN. 436356

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acquire shares of any such unissued or treasury stock.

ARTICLE VI  
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

One Southeast Third Avenue  
Suite 2660  
Miami, Florida 33131

The name of the registered agent at such address is:

Stephen A. Papy

ARTICLE VII  
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

One S.E. 3rd Avenue  
Suite 2660  
Miami, Florida 33131

ARTICLE VIII  
DIRECTORS

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the sole member of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Gregorio Olivares	One S.E. 3rd Avenue Suite 2660 Miami, Florida 33131

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ARTICLE IX  
INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Gregorio Olivares

One S.E. 3rd Avenue  
Suite 2660  
Miami, Florida 33131

ARTICLE X  
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

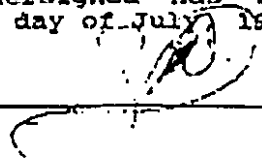
ARTICLE XI  
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN  
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII  
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31<sup>st</sup> day of July 1995.

  
\_\_\_\_\_

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STATE OF FLORIDA )  
 ) ss  
COUNTY OF DADE )

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ON THIS 31<sup>st</sup> day of July, 1995, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared Gregorio Olivares, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

*Diane Cruz*  
Notary Public, State of Florida

My Commission Expires:

Diane Cruz  
(Printed Name of Notary Public)



DIANE CRUZ  
MY COMMISSION # 00287283 EXPIRES  
JUNE 19, 1997  
BONDED THROUGH FARM INSURANCE, INC.

misc\olivares.ort

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

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

MARKETING EXCHANGE FOR SOUTH AMERICA, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN PEMBROKE  
PINES, FLORIDA, HAS NAMED STEPHEN A. PAPY, LOCATED AT ONE S.E. 3RD  
AVENUE, SUITE 2660, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS.

SIGNATURE *Stephen A. Papy*

TITLE \_\_\_\_\_

DATE 31 July 1995

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.

SIGNATURE *Stephen A. Papy*  
STEPHEN A. PAPY  
REGISTERED AGENT

DATE 31 July 1995

regist.agnt/July 31, 1995

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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