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August 3, 1995

Secretary of State
Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Attention: Division of Corporations

Re: Incorporation of HISPANI-AD

900001554609
-03/08/95--01003--006
****122.50 ****122.50

Dear Sir:

Please find enclosed the following documents pursuant to the incorporation of HISPANI-AD:

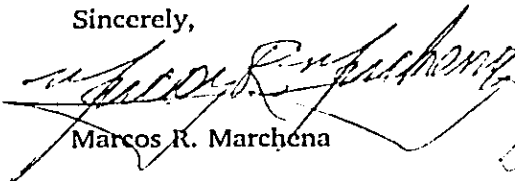
1. The Articles of Incorporation of HISPANI-AD;
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (d) \$35.00 for Designating Registered Agent; and
3. Copy of executed Articles of Incorporation to be certified and returned.

Please note that the Articles of Incorporation call for corporate existence to commence on date Articles are file with the office of the Secretary of State.

Thank you for your assistance in this matter. Should you have any questions or comments, please call me.

No Translation as per
Conversation w/ Maria
Fernandez.

Sincerely,


Marcos R. Marchena

MRM/mmf
Enclosures

W95-15977

86
913-95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 9, 1995

MARCOS R. MARCHENA, ESQ.
233 S. SEMORAN BLVD.
ORLANDO, FL 32807

SUBJECT: HISPANI-AD
Ref. Number: W95000015977

We have received your document for HISPANI-AD and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please provide an English translation for the entity's name in your cover letter.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 395A00037243

ARTICLES OF INCORPORATION

OF

HISPANI-AD, Inc.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned incorporators, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

HISPANI-AD, Inc.

ARTICLE II - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office, of this corporation is:

3001 Aloma Ave.
Suite 102
Orlando, FL 32792.

and the name of the initial registered agent of this corporation at that address is:
Laura Santos.

The principal office and mailing address of this corporation is:

3001 Aloma Ave.
Suite 102
Orlando, FL 32792.

ARTICLE VI - Directors

A. The initial number of directors of this corporation shall be two (2).

B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Laura Santos	3001 Aloma Ave. Suite 102 Orlando, FL 32792
Guillermo Prieto	3001 Aloma Ave. Suite 102 Orlando, FL 32792

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporators

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

<u>Name</u>	<u>Address</u>
Laura Santos	3001 Aloma Ave. Suite 102 Orlando, FL 32792
Guillermo Prieto	3001 Aloma Ave. Suite 102 Orlando, FL 32792

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

ARTICLE IX - Amendment to Articles

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 shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholder, shall be void, and the directors may not alter, amend or repeal any

bylaws adopted by the shareholders.

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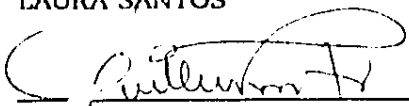
ARTICLE XI - Preemptive Rights

Every shareholder, upon the sale of any additional 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.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 15th day of August, 1995.



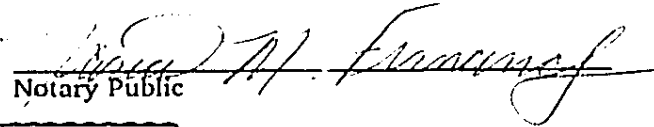
LAURA SANTOS



GUILLERMO PRIETO

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of August, 1995, by LAURA SANTOS and GUILLERMO PRIETO who are personally known to me or who have produced their _____ as identification and who did not take an oath.



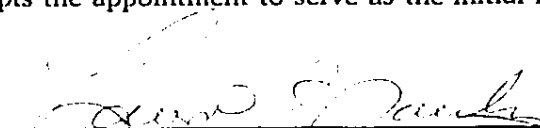
Notary Public

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of HISPANI-AD, Inc.



LAURA SANTOS