

P95000076/75

Carlos Casulo
1122 Banyan Dr.
West Palm Beach, FL 33415

SEP 13 1975
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

100001587251
-09/18/75--01056--013
****122.50 ****122.50

RE: Articles of Incorporation for LATIN AMERICAN HOLDING CORPORATION.

Dear Sirs:

Enclosed please find the original Articles of Incorporation and two copies of same, Certificate Designating Resident Agent, and check payable to Secretary of State in the amount of \$ 122.50 for filing fees.

The duplicate copies have been subscribed and acknowledged by the subscribers in the same manner as the originals. Please endorse your approval of the Articles of Incorporation on the duplicate copies, certify them, and return them to me. Enclosed please find a self-addressed stamped envelope for your convenience.

Thank you for your prompt attention.

Yours very truly,


Carlos Casulo

Encl.

2-19-75


ARTICLES OF INCORPORATION
OF
LATIN AMERICAN HOLDING CORPORATION

19 SEP 18 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, and do hereby adopt the following:

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation shall be:

LATIN AMERICAN HOLDING CORPORATION

ARTICLE II

The general nature of the business to be transacted by the corporation shall include, but not be limited to, the following:

To conduct business in the general nature of dealing in the sales, manufacturing, leasing and maintenance of wares, goods, and merchandise of any nature whatsoever; to purchase, to warehouse them, to lease or sell at retail or wholesale, to import or export the same and carry on any and all such business activities which may be necessary or convenient to the successful management of the corporation business.

To hold, purchase, mortgage, and convey real estate and personal property in this State and in any of the several states, territories, possessions, and dependencies of the United States, the District of Columbia, and foreign countries; and to apply for, obtain, register, buy lease, or otherwise dispose of patents, inventions, improvements, processes, trade marks, and trade names used in connection with or secured under Letters Patent of the

United States or any foreign country; and to use, develop, and grant licenses in respect of, or otherwise turn to account, any such patents, inventions, improvements, trade marks, trade names, processes or rights.

To conduct business at one or more offices in this State or other States and foreign countries; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association, or corporation.

To issue bonds, debentures, or obligations of the corporation from time to time for any of the objects and purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold and re-issue the shares of its capital stock, and to subscribe to, purchase, or otherwise acquire, or to guarantee, or to become surety in respect of, the stock, bonds, or other securities and obligations of other companies.

To take, acquire, buy hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve, and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein, without limits as to amounts; to buy, sell, assign, convey, and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing, and management of real estate and the negotiations of loans, to draw, accept, endorse, discount, and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

To do all things incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes on the attainment of any of the subjects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection of benefits of the corporation.

In general, to carry on any other incidental business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of the State of Florida and hereby included and prayed for.

ARTICLE III

The maximum number of shares of stock which this corporation shall have at any time shall be ONE HUNDRED (100) SHARES, each share to be of one (\$1.00) dollar per share value, all of which shall become common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors thereof. Said shares of stock shall be issued, sold or transferred only in accordance with the by-laws of the corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be TWO THOUSAND (\$2,000.00) DOLLARS.

ARTICLE V

The existence of the corporation shall be perpetual.

ARTICLE VI

The principal office and place of business of the corporation shall be 1122 Banyan Dr ,West Palm Beach, Palm Beach County, Florida 33415, with the privilege of establishing other offices and places of business through the State of Florida and other states and foreign countries.

ARTICLE VII

The number of Directors of the Corporation shall be one (1) or more.

ARTICLE VIII

The name and post office address of the Registered Agent of the corporation, designated to accept service of process within this State is: Carlos Casulo, 1122 Banyan Dr. West Palm Beach, Florida 33415

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of incorporation, and the number of shares of stock that each agrees to take, are as follows:

CARLOS CASULO

President/Secretary

One Hundred (100) Shares -

One Dollar (\$1.00) per value

1122 Banyan Dr.

West Palm Beach, Fl 33415

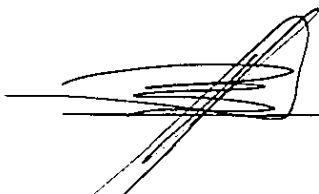
ARTICLE X

The regulation of the business and the conduct of the affairs of the corporation, and the provisions creating or limiting the powers of the corporation, the Directors, and the stockholders, or any class of stockholders, including provisions governing the issuance of stock certificates replace lost or destroyed stock certificate (provided such provisions are not contrary to the laws of this State) shall be controlled by the By-Laws which shall be adopted by the corporation within sixty days after the corporation shall have been formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have hereunto sent their hand and seals, this 14th of September, 1995.


CARLOS CASULO

(SEAL)
OFFICIAL NOTARY SEAL
BEVERLEE ANN KELLY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC180074
MY COMMISSION EXP. MAR. 17, 1996

STATE OF FLORIDA:

: CC

PALM BEACH COUNTY :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgement, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same freely and voluntarily.

WITNESS my hand and seal this

14th day of September, 1995.
I P used was a drivers license

OFFICIAL NOTARY SEAL
BEVERLEE ANN KELLY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC180074
MY COMMISSION EXP. MAR. 17, 1996

Beverlee Ann Kelly

NOTARY PUBLIC, State of Florida

At Large.

My Commission Expires:

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

RECEIVED
STATE OF FLORIDA
JUL 13 1960

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That LATIN AMERICAN HOLDING CORPORATION. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of West Palm Beach, County Palm Beach, State of Florida. has named CARLOS CASULO located at 1122 Banyan Dr., City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certifice, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

CARLOS CASULO