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LAW OFFICES  
BERNSTEIN & BERGER, P.A.  
SUITE 1707 NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33139

JEFFREY A. BERNSTEIN  
DAVID B. BERGER

May 1, 1996

TELEPHONE 371-4555  
AREA CODE 305  
FAX 374-1780

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

900001807519  
-05/03/96--01076--010  
\*\*\*122.50 \*\*\*122.50

RE: La Gard Latin America, Inc.

Gentlemen:

Enclosed you will please find the original and one copy of the Articles of Incorporation of La Gard Latin America, Inc. Please file the same and provide confirmation to this office. My check in the amount of \$122.50 is attached.

Very truly yours,

LAW OFFICES OF BERNSTEIN & BERGER

BY

JEFFREY A. BERNSTEIN, ESQ.

FILED  
95 MAY -3 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

784, 611

REGISTER MAY 8 1996

FILED

96 MAY -3 PM 2:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

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

**ARTICLE I**

The name of this corporation is LA GARD LATIN AMERICA, INC.

**ARTICLE II**

The general nature of the business to be transacted by this corporation is to enter into any and all aspects of the marketing business, or any other lawful purpose. It shall have every corporate power granted by the Florida Legislature.

**ARTICLE III**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, \$1.00 par value.

**ARTICLE IV**

This corporation shall have perpetual existence.

**ARTICLE V**

The address of the principal office and the mailing address of the corporation are as follows:

100 N. Biscayne Blvd., Suite 1707  
Miami, FL 33132

#### ARTICLE VI

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

100 N. Biscayne Boulevard, Suite 1707  
Miami, Florida 33132

and the name of the initial registered agent of this corporation at that address is Jeffrey A. Bernstein.

#### ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and the address of the initial Director of this corporation is:

Alberto Alarcon  
C/O 100 N. Biscayne Blvd.  
Suite 1707  
Miami, FL 33132

#### ARTICLE VIII

The name and address of the person signing these Articles is:

Alberto Alarcon  
C/O 100 N. Biscayne Blvd.  
Suite 1707  
Miami, FL 33132

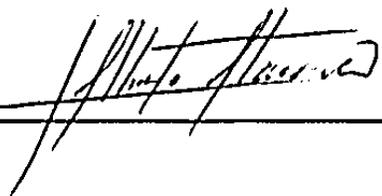
#### ARTICLE IX

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share and any authorized and unissued and Treasury Stock of this corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

ARTICLE X

This corporation reserves the right to amend, alter or repeal any provisions contained in this Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of April, 1996.

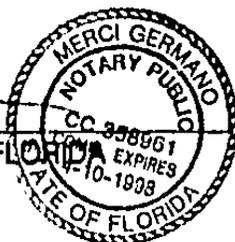
  
\_\_\_\_\_

STATE OF FLORIDA;  
COUNTY OF DADE:

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Alberto Alarcon \_\_\_\_\_, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of April 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA



MY COMMISSION EXPIRES:

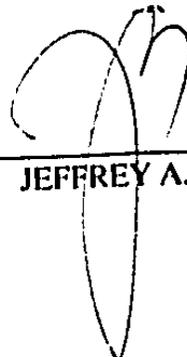
CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First-- LA GARD LATIN AMERICA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Jeffrey A. Bernstein located at 100 N. Biscayne Blvd., Suite 1707, City of Miami, County of Dade, 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 the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



\_\_\_\_\_  
JEFFREY A. BERNSTEIN, ESQ.

FILED  
96 MAY -9 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA