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TALLAHASSEE, FL 32301
(904) 227-1931 FAX

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networks

PROMOTE ITAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 957035 4352702

AUTHORIZATION :

COST LIMIT :

\$ 122

Patricia Pysko

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 22 PM 3:12

ORDER DATE : May 16, 1996

ORDER TIME : 11:45 AM

ORDER NO. : 957035

CUSTOMER NO: 4352702

800001885888

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue
Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: NETWORK LATIN AMERICA, INC.

EFFECTIVE DATE: MAY 16 1996

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: TINA BARTLETT

EXAMINER'S INITIALS:

gn
5/22/96

** Need Filed
Today Please*

RECEIVED
96 MAY 22 PM 12:16
DIVISION OF CORPORATIONS

EFFECTIVE DATE

5/16/96

ARTICLES OF INCORPORATION

OF

NETWORK LATIN AMERICA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 22 PM 3:12

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Network Latin America, Inc.

2. Principal Office. The principal office of the Corporation is:

5349 Hidden Harbor Road
Sarasota, Florida 34242

3. Mailing Address. The mailing address of the Corporation is:

5349 Hidden Harbor Road
Sarasota, Florida 34242

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

James L. Turner
200 South Orange Avenue
Sarasota, Florida 34236

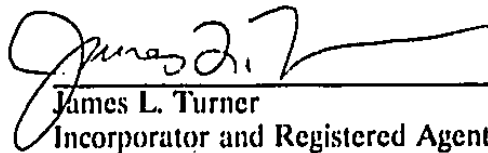
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the Incorporator of the Corporation is:

James L. Turner
200 South Orange Avenue
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State. Effective Date May 16, 1996.

Dated this 10TH day of May 1996.


James L. Turner
Incorporator and Registered Agent