

PG700000 4198  
 1-16-97

Comprehensive Business Serv.

Requestor's Name  
 10651 N. Kendall Dr. #201  
 Address  
 MIAMI FL 33176  
 City State ZIP Phone

273-8588A

VALIDATION ONLY

500002000395--2  
 -01/16/97--01056--014  
 \*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Latin Reps, Inc.



Empire Toll Free: 1-800-432-3028

FILED  
 97 JAN 16 PM 2:30  
 SECRETARY OF STATE  
 ALBANY, FLORIDA

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

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COMPREHENSIVE BUSINESS SERVICES®  
BUSINESS SERVICES

SILVIO CORTEZ

ACCOUNTING

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CONSULTING

10651 North Kendall Drive, Suite #201, Miami, FL 33176

FAX (305) 273-8533

Phone (305) 273-8588

January 11, 1997

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

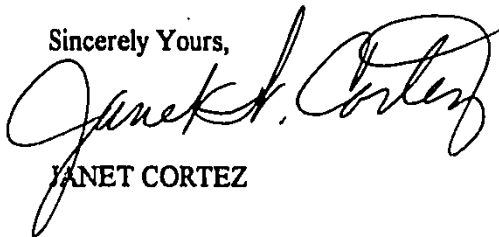
Subject: LATIN REPS, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50 to cover the following charges: Designation of Registered Agent (\$35.00); Filing Fee (\$35.00); and Certified Copy (\$52.50).

FROM:

JANET W. CORTEZ  
10651 NORTH KENDALL DR., SUITE 201  
MIAMI, FL. 33176

Sincerely Yours,



JANET CORTEZ

**ARTICLES OF INCORPORATION**

**OF**

**LATIN REPS, INC.**

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97 JAN 16 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is LATIN REPS, INC.

**ARTICLE II**

The term of existence of the Corporation is perpetual.

**ARTICLE III**

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the Corporation has authority to issue is one thousand (1000), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

#### **ARTICLE VI**

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

7320 S. W. 145th Terrace  
Miami, FL 33158

The name of the registered agent of such address is:

Edgardo Santacoloma

#### **ARTICLE VII**

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

7320 S.W. 145th Terrace  
Miami, FL 33158

#### **ARTICLE VIII**

The initial Board of Directors of the Corporation shall be two (2) directors. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders but shall not be less than two.

#### **ARTICLE IX**

The names and addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are :

Edgardo Santacoloma  
7320 S.W. 145th Terrace  
Miami, FL 33158

Juan Manuel Silva  
Carrera 34, #91-90 La Castellana  
Santa Fe de Bogota, Colombia

Vladimiro Camacho  
Calle 79, #8-21 apt. 201  
Santa Fe de Bogota, Colombia

#### **ARTICLE X**

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Edgardo Santacoloma 7320 S.W. 145th Terrace Miami, FL 33158	President, & Treasurer
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Cristina Santacoloma 7320 S.W. 145th Terrace Miami, FL 33158	Secretary
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Jorge Lopez 15591 S.W. 105 Terrace Miami, FL 33196	Treasurer
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#### **ARTICLE XI**

The name and address of the incorporator of this Corporation is:

Edgardo Santacoloma  
7320 S.W. 145th Terrace  
Miami, FL 33158

#### **ARTICLE XII**

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Imagines de Colombia Ltda. Carrera 34, #91-90 La Castellana Santa Fe de Bogota, Colombia	500 Shares or 50%
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Edgardo Santacoloma 7320 S. W. 145th Terrace Miami, Fl 33158	350 Shares or 35%
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Treasury Stock	150 Shares or 15 %
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**ARTICLE XIII**

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 11 day of JANUARY 1997.

Signature: *Edgardo Santacoloma*  
EDGARDO SANTACOLOMA

JANET W. CORTEZ  
Notary Public, State of Florida  
My Commission Expires April 8, 1997.  
Commission No. CC 275489

Sworn to and subscribed before me this  
11th day of January, 1997.  
By: Edgardo Santacoloma  
Janet W. Cortez  
Signature of Notary Public  
Janet W. Cortez  
Notary's Name, Printed, Stamped or Typed  
Personally Known:      or Produced ID:       
Type of ID produced:

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED  
97 JAN 15 PM 2:34  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: LATIN REPS, INC.
2. The name and address of the registered agent are:

Edgardo Santacoloma  
7320 S.W. 145th Terrace  
Miami, FL 33158

SIGNATURE: *Edgardo Santacoloma*

TITLE: PRESIDENT

DATE: 1/11/97

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE: *Edgardo Santacoloma*

DATE: 1/11/97

Subscribed and subscribed before me this  
11th day of January 19, 97.  
by: Edgardo Santacoloma  
Signature of Notary Public  
Janet W. Cortez  
Notary's Name. Printed, Stamped or Typed  
Personally Known. ☒ or Produced ID  
Type of ID produced \_\_\_\_\_

JANET W. CORTEZ  
Notary Public, State of Florida  
My Commission Expires April 8, 1997  
Commission No. CC 275489