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LAW OFFICES  
**DE LA O, MARKO & WANG**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ONE BISCAYNE TOWER, SUITE 2600

2 S. BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131-1802

TELEPHONE: (305) 358-0618

TELEFAX: (305) 374-6401

<http://oneworld.com/perserve.com/homepages/default/>

MIGUEL M. DE LA O  
DAVID EVERETT MARKO  
CHENG-SHOU WANG  
JACQUELINE DEL CRISTO  
MICHELLE ASHBY DELANCY  
ADRLAN C. DELANCY

OF COUNSEL  
**NEAL R. SONNETT**  
WHITE COLLAR CRIMINAL DEFENSE  
**N. MARK LAM**  
Admitted in California

February 4, 1997

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

000002079840--1  
-02/06/97--01030--009  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Incorporation of Aopen Latin America, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,  
DE LA O, MARKO & WANG

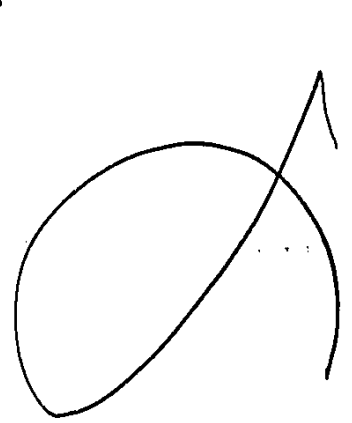
  
Cheng-Shou Wang

0/2443-02.LET

97 FEB -6 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**AOPEN LATIN AMERICA, INC.**

**FILED**  
**97 FEB -6 PM 4:50**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is AOPEN LATIN AMERICA, INC.

**ARTICLE II**

The existence of the corporation shall begin on the date of filing this Articles of Incorporation.

**ARTICLE III**

The street address of the principal office of the Corporation is 4515 N. W. 72nd Avenue, Miami, Florida 33166.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is 2 South Biscayne Blvd., #2600, Miami, FL 33131-1802. The initial registered agent for the Corporation at that address is Cheng-Shou Wang.

**ARTICLE VI**

The initial board of directors shall consist of one member. The names and address of the persons who will serve on the initial board of directors are:

Name  
Jones Hsieh

Address  
4515 N. W. 72nd Avenue, Miami, FL 33166

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

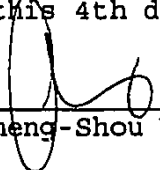
Name  
Cheng-Shou Wang

Address  
2 S. Biscayne Blvd., #2600, Miami, FL 33131-1802

ARTICLE VIII

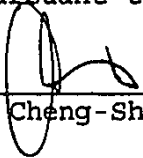
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of February, 1997.

  
Name: Cheng-Shou Wang

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Aopen Latin America, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: Cheng-Shou Wang

Date: February 4, 1997

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA