

P97000018858

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 FEB 28 PM 2:01

RECEIVED
 SECRETARY OF THE
 TALLAHASSEE, FLORIDA

FEB 28 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/28/97	_____	_____
TIME	9:18	_____	CK No. _____
BY	DM	_____	_____

WALK-IN
 Will Pick Up _____

RE: South American
International Legal Ctr.

Inc.

C.C. FEE. DISBURSE

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. Filing	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership Filing	_____	_____
<input type="checkbox"/> Foreign Corp. Filing	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. Filing	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C.U.S.	_____	_____
<input type="checkbox"/> Fictitious Name Filing	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 Filing	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> Filing No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prop.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____

SUBTOTALS _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

RECEIVED
 BS FEB 28 1997

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connect

FILED

ARTICLES OF INCORPORATION

97 FEB 28 PM 2: 01

OF

REG. DIV. OF STATE
TALLAHASSEE, FLORIDA

SOUTH AMERICAN INTERNATIONAL LEGAL CENTER, INC.

The undersigned subscriber(s) of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **SOUTH AMERICAN INTERNATIONAL LEGAL CENTER, INC.** The initial principal place of business of this corporation shall be 2151 LeJeune Road, Suite 313, Coral Gables, Florida 33134.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State.

ARTICLE III. CAPITAL STOCK

The initial number of shares of stock that this corporation is authorized to have outstanding at any one time 100 shares of common stock having a par value of \$1.00 each.

ARTICLE IV. REGISTERED AGENT AND REGISTERED OFFICE

The registered agent's office address shall be located at 2151 LeJeune Rd., Suite 313, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation is Victor A. Careaga, Esq.

ARTICLE V. TERMS OF EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE VI. SPECIAL PROVISIONS

It is the intent of the incorporator(s) that the corporation will qualify as an corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or a appointed are, and their titles are:

Victor A. Careaga, Esq.
317 Malaga Avenue
Coral Gables, Florida 33134

ARTICLE VIII. DIRECTORS

This corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are

designated as provided by the Bylaws.

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator(s) to these Articles of
Incorporation is(are):

VICTOR A. CAREAGA
317 Malaga Avenue
Coral Gables, Florida 33134

ARTICLE X. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of
Incorporation, and the number of shares each agrees to take are as follows:

VICTOR A. CAREAGA **100 shares**

ARTICLE XI. STOCKHOLDERS' MEETING(S)

The time and place of the annual stockholder's meeting shall be fixed and
prescribed for in the bylaws and notice of same shall be given in one of the methods
within or without the State. Any stockholder may waive notice of the time, place and
purpose of the meeting, either before or after such meeting.

ARTICLE XII. OFFICERS

The officers of this corporation shall be a President, Vice-President, and such
other officers and agents as may be necessary. All Officers and Agents, shall be
chosen in such manner, hold their offices for such terms, and have such powers and

duties as may be prescribed in the bylaws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner or as hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XIII. POWERS

This corporation shall have the following powers:

- A. To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed, affixed, or any other manner reproduced.
- B. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real or personal property or any interest therein wherever situated.
- C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.
- D. To lend money and use credit to assist the officers and employees in accordance with Florida Statute 607.141.
- E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations, associate partnerships, or individuals, or direct or

indirect obligations of the United States or of any other Government, State, Territory, Governmental District, or Municipality, or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payments of the funds so loaned or invested.

H. To conduct its business, carry on the operations and have offices and exercise the powers granted by Florida Statutes 607, within or without the State.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the bylaws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or for educational purposes.

L. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers and

employees of its subsidiaries.

N. To act as counsel, agent, promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to effect the purposes of this corporation.

IN WITNESS WHEREOF, the undersigned (have)(has) hereunto set their(his) hand(s) and seal(s) this 27 day of FEBRUARY, 1997.



VICTOR A. CAREAGA

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

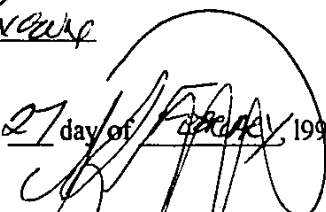
BEFORE ME, the undersigned authority appeared the above-named individual, who has acknowledged the foregoing Articles of Incorporation and have signed and executed same for the purposes set forth therein and under no duress and/or undue influence.



VICTOR A. CAREAGA, ESQ.

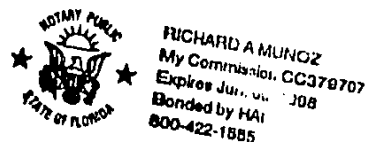
Produced Identification PERSONALLY KNOWING

SWORN AND SUBSCRIBED before me this 27 day of FEBRUARY, 1997.



NOTARY PUBLIC, State of Florida At Large

My commission expires:



I HEREBY am familiar with and accept the duties and responsibilities as
Registered Agent for **SOUTH AMERICAN INTERNATIONAL LEGAL CENTER,**
INC.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

SWORN AND SUBSCRIBED before me by this 2 day of FEBRUARY, 1997.

Notary Public, State of Florida at Large

RICHARD A MUNOZ
My Commission CQ379707
Expires Jun. 06, 1998
Bonded by HAI
800-422-1555

FILED
97 FEB 28 PM 2:01
U.S. DISTRICT COURT
SOUTHERD DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA