

MAR 11-1997 16:53

FROM: THE COMPANY CORP.

TO

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P9700002306
((H9700004179 2))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006
CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

ACCT#:

FAX #:

NAME: AMEROPA (LATIN AMERICA), INC.
AUDIT NUMBER.....H97000004179
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....0 DEL.METHOD.. FAX
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

FILED
97 MAR 11 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature
3/12/97

ARTICLES OF INCORPORATION
OF
AMEROPA (LATIN AMERICA), INC.

The undersigned natural person(s), of the age of 21 or more acting to form a corporation under the corporate laws of the State of Florida do hereby certify the following:

FIRST: The name of the corporation will be AMEROPA (LATIN AMERICA), INC.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 147 Alhambra Circle, Suite 100, Coral Gables, FL 33134.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.

FIFTH: The total authorized stock of this corporation is divided into 1,000 share(s) at no par value.

SIXTH: The number of directors constituting the initial board of directors is ONE, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are elected are as follows:

Win Yerkes 147 Alhambra Circle, Suite 100, Coral Gables, FL 33134.

SEVENTH: The duration of this corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market Street Wilmington, DE 19801.

I/We, the undersigned, being the incorporator(s) of the corporation identified above, declare that I/we have examined the foregoing this 5th day of March, 1997.

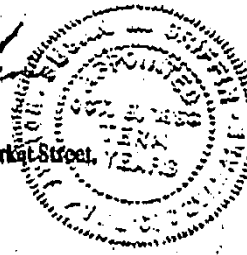
Wendy Snow
State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 5th day of March, 1997 by Wendy Snow.

Susan M. Griffin
Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by, Wendy Snow, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440.



497000004179

H47000004117

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this AMEROPA (LATIN AMERICAN), INC.

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of Coral Gables, State of Florida, has named Larry Wolfe located at 200-A John Knox Road, Tallahassee, FL 32303-6643

_____ as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



March 5, 1997

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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