

P97000041154
April 24, 1997

Division of Corporations
c/o Secretary of State
P. O. Box 6327
Tallahassee, Fl. 32314

4110110 1515 4-1
447 87-1084-1
***122.50 ***122.50

Re: Lumivent USA, Inc. - Articles of Incorporation

Dear Sirs,

Enclosed are the Articles of Incorporation of the above named Corporation and the Certificate of Acceptance for the Registered Agent. Please find our check in the amount of \$122.50 for the filing fee and certified copy of the charter documents.

Please send me your acknowledgment letter and certified copy of the Articles.

Sincerely,

Michael J. Wolfe

Michael J. Wolfe, Registered Agent
Lumivent USA, Inc.
2519 McMullen Booth Rd., Suite 510-133
Clearwater, Fl. 34621

FILED
97 MAY -8 PM 3:23
TALLAHASSEE, FLORIDA

RH 5/8/97
WJH
JH 5/8/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1997

MICHAEL J. WOLFE
2519 MCMULLEN BOOTH RD, SUITE 510-133
CLEARWATER, FL 34621

SUBJECT: LUMIVENT USA, INC.
Ref. Number: W97000009887

We have received your document for LUMIVENT USA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 797A00022177

**ARTICLES OF INCORPORATION
OF**

FILED
97 MAY -8 PM 3: 23
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is: **Lumivent USA, Inc.**

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of: **Six Hundred Twenty Thousand** **(620,000)** shares of one class of common stock having a par value of: **One Dollar (\$1.00)** per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V
INITIAL REGISTERED AGENT, OFFICE & PRINCIPAL OFFICE

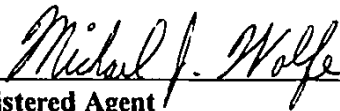
The Corporations initial Registered Agent/Office and Principal Office in the State of Florida are:

Initial Registered Agent: **Michael J. Wolfe**

Initial Registered and Principal Office: **2519 McMullen Booth Rd., Suite 510-133**
Clearwater, Florida 34621

ACKNOWLEDGMENT AND CONSENT OF
REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Registered Agent

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is: 3

ARTICLE VII
INITIAL DIRECTORS

The names and addresses of the Initial Board of Directors are:

1. **Michael J. Wolfe, P**
2408 Navarez Ave.
Safety Harbor, FL 34695
U.S.A.

2. **Mr. Fernando Lehner , VP**
Calle 14A, #107-40
Ciudad Jardin
Cali, Colombia

3. **Mr. Javier Hoyos, S/T**
Calle 4, #37-10
Apartamento 102
Santa Isabel,
Cali, Colombia

**ARTICLE VIII
INCORPORATION**

The name and address of the Incorporator executing these Articles of Incorporation is:

Michael J. Wolfe
2519 McMullen Booth Rd., #510-133
Clearwater, FL 34621

SUBSCRIBED at Clearwater, Pinellas County, Florida

this 17th day of APRIL, 1997.

Michael J. Wolfe SEAL

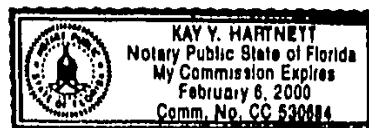
STATE OF FLORIDA)
) ss:
COUNTY OF Pinellas)

I HEREBY CERTIFY that on this day before me, a Notary Public of the State of Florida, duly qualified to act and acting, personally appeared Michael J. Wolfe to me personally known or who produced drivers license number AKA086 DME and being by me first duly sworn and cautioned, upon personal oath deposed and said that person had signed the above foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Clearwater
Florida this 17 day of April, 1997.

My Commission Expires:

Kay Y. Hartnett
Notary Public, State of Florida at Large



CERTIFICATE

FILED
97 MAY -8 PM 3: 24

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Lumivent USA, Inc.
under the Laws of The State of Florida with it's principal office, as indicated in the Articles of
Incorporation at the City of Clearwater, County of Pinellas,
has named Michael J. Wolfe located at 2519 McMullen Booth Rd., Suite 510-133,
Clearwater, 34621 County of Pinellas, State of Florida,
as it's Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named Corporation, at the
place designated in this certificate, I hereby accept to act in this capacity and agree to comply with
the provisions of said Act relative to keeping open said office.

Michael J. Wolfe
REGISTERED AGENT