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LATIN MEDIA INTERNATIONAL, Incorporated

2773 S E GARFIELD AVENUE, PORT ST. LUCIE, FL 34952

May 15, 1997

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

Re: Articles of Incorporation: **LATIN MEDIA INTERNATIONAL, Incorporated**

Enclosed please find two copies of the Articles of Incorporation for **LATIN MEDIA INTERNATIONAL, Incorporated**.

Our check in the amount of \$122.50 is enclosed to cover the following costs:

\$70.00 - Registration

\$52.50 - Certified Copy of the Articles of Incorporation

Should you have any questions regarding the above referenced articles, please contact me at 561/337-4536.

Cordially Yours,

Odette M. Gayoso

Odette M. Gayoso,
President

OMD/pm
encl

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5/20/97

ARTICLES OF INCORPORATION
OF LATIN MEDIA INTERNATIONAL, Incorporated

FILED
STATE
CLERK

ARTICLE I. CORPORATE NAME

The name of this Corporation is **LATIN MEDIA INTERNATIONAL, Incorporated.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$1.00 per share. All shares issued shall be fully paid and nonassessable.

The holders of each share of common stock shall have one vote for each share owned. If at any time the holders of a majority or more of the then issued and outstanding shares of the Corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the Corporation, or any part thereof to which agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry out upon and as its part, the terms of any said agreement, and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation of any of the shares covered by said agreement, unless the same be in conformity with the terms and conditions of such agreement. A copy of such agreement shall be filed in the principal office of the Corporation and the notice of the existence of said agreement shall be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any said agreement.

ARTICLE IV. CAPITALIZATION

The amount of capital with which this Corporation shall commence business is not less than \$1,000.00.

ARTICLE V. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ODETTE M. GAYOSO

2773 S E GARFIELD AVENUE

PORT ST. LUCIE, FL 34952

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and her street address is

ODETTE M. GAYOSO

2773 S E GARFIELD AVENUE

PORT ST. LUCIE, FL 34952

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

ODETTE M. GAYOSO

2773 S E GARFIELD AVENUE, PORT ST. LUCIE, FL 34952

ARTICLE X. OFFICERS

The business of the Corporation shall initially be conducted by a President and Secretary. The business of the Corporation shall at any future time be conducted by such other officers as may be elected and qualified pursuant to the Bylaws of this Corporation which may be adopted for the conduct of the affairs thereof. The following shall constitute the officers of the Corporation until the first meeting thereof, or until their successors are duly elected and qualified:

PRESIDENT:

ODETTE M. GAYOSO

2773 S E GARFIELD AVENUE

PORT ST. LUCIE, FL 34952

TREASURER:

ODETTE M. GAYOSO

2773 S E GARFIELD AVENUE

PORT ST. LUCIE, FL 34952

SECRETARY

ODETTE M. GAYOSO

2773 S E GARFIELD AVENUE

PORT ST. LUCIE, FL 34952

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing
Articles of Incorporation on this 14 day of May, 1997

Odette M. Gayoso

ODETTE M. GAYOSO

INCORPORATOR

STATE OF FLORIDA

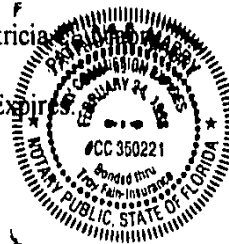
COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public, personally appeared ODETTE M. GAYOSO,
to me known to be the person described as Incorporator and who executed the foregoing Articles
of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation
on this 14 day of MAY, 1997

Patricia J. Mehoy

Notary Public: Patricia

My Commission Expires



ACKNOWLEDGMENT AND ACCEPTANCE

OF

DESIGNATED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **LATIN MEDIA INTERNATIONAL, Incorporated**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2773 S E GARFIELD AVENUE, PORT ST. LUCIE, FL 34952, has named **ODETTE M. GAYOSO, of 2773 S E GARFIELD AVENUE, PORT ST. LUCIE, FL 34952,** as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Odette M. Gayoso

PRINTED NAME: **ODETTE M. GAYOSO**