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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL., 32314

SUBJECT: LATIN AMERICAN CONSULTANTS, INC
(PROPOSED CORPORATE NAME)

Enclosed please find an original and one(1) copy of the Articles of Incorporation for the
above corporation and check in the amount of \$ 78.75.

FROM: RAFAEL J. ALCAZAR
1915 Ferdinand Street,
Coral Gables, FL., 33134
(305) 266-5183

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*****78.75 *****78.75

SECRET
DIVISION OF STATE
CORPORATIONS
97 MAY 27 1997

9/5/28/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 11:51:14

Miami, FL., May 7, 1997

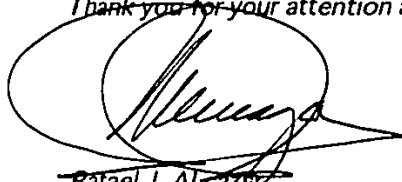
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fla., 32314

RE: Articles of Incorporation
LATIN AMERICAN CONSULTANTS, INC.

Dear Sirs:

Enclosed please find 1 copy of the Articles of incorporation for LATIN AMERICAN CONSULTANTS, INC., and a check for US\$ 78.75. This check is to cover the appropriate fees, as well as a certificate.

Thank you for your attention and assistance in this matter.



Rafael J. Alcazar
LATIN AMERICAN CONSULTANTS, INC
1915 Ferdinand Street
Coral Gables, FL., 33134

FILED
IN THE STATE
OF FLORIDA
JAN 11 1983

ARTICLES OF INCORPORATION
FOR
LATIN AMERICAN CONSULTANTS, INC.

ARTICLE I - CORPORATE NAME

The name of this Corporation is: LATIN AMERICAN CONSULTANTS, INC.

ARTICLE II - NATURE OF THE BUSINESS AND POWERS

The principal nature of the business of this Corporation is to engage in any and all business permitted under the laws in the State of Florida, with particular emphasis in the areas of marketing and sales management consultation, information, and training, as well as sales; the design, configuration and delivery of programs and services related to the aforementioned areas.

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 (5,000) shares of common stock having a par value of (US\$1.00) per share.

ARTICLE IV - TERMS OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon the filing of these articles.

ARTICLE V - REGISTERED AGENT AND PRINCIPAL OFFICE

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

Rafael J. Alcázar; 1915 Ferdinand Street, Coral Gables, FL., 33134. The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one (2) Director(s) initially. The number of Director(s) may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one(1).

ARTICLE VII - INITIAL DIRECTOR(S)

The name(s) and street address of the initial director(s) is (are):

NAME:	ADDRESS:
Rafael J. Alcázar	1915 Ferdinand Street Coral Gables, FL., 33134
Magda I. Martinez	c/o 1915 Ferdinand Street Coral Gables, FL., 33134

The person(s) named as initial director(s) of this Corporation shall hold office until successor(s) has(have) been elected or appointed and have qualified.

ARTICLE VIII - INCORPORATORS

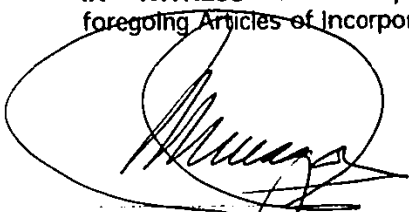
The name(s) and street address(es) of the person(s) signing these Articles of Incorporation as the Incorporator(s) is(are):

NAME:	ADDRESS:
Rafael J. Alcázar	1915 Ferdinand Street Coral Gables, FL., 33134
Magda I. Martinez	c/o 1915 Ferdinand Street Coral Gables, FL., 33134

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Articles of Incorporation on this 17th day of May, 1997



RAFAEL J. ALCAZAR
INCORPORATOR



MAGDA MARTINEZ
INCORPORATOR

CERTIFICATE OF DESIGNATION - REGISTERED AGENT/ REGISTERED OFFICE

1-The name of the Corporation is: LATIN AMERICAN CONSULTANTS, INC.

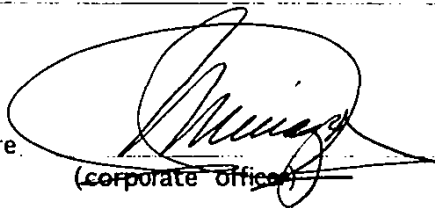
2- The name and address of the registered agent and office is:

RAFAEL J. ALCAZAR

1915 Ferdinand Street

Coral Gables, FL., 33134

Signature



(corporate officer)

Title

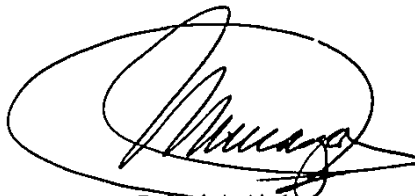
EXECUTIVE DIRECTOR

Date

MAY 17, 1997

ACKNOWLEDGEMENT OF REGISTERED AGENT

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



Rafael J. Alcazar
Registered Agent

May 17, 1997