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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: LATIN ASSOCIATES INC.

AUDIT NUMBER.....H98000007896

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 28, 1998

FAS-T CORP AGENTS INC

SUBJECT: LATIN ASSOCIATES INC  
REF: W98000009372

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date is not acceptable since it is not within five working days of the date of receipt.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

FAX Aud. #: E98000007896  
Letter Number: 598A00022803

**ARTICLES OF INCORPORATION**  
**OF**

The undersigned, for the purpose of forming a corporation under Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

**NAME**

The name of the corporation is: LATIN ASSOCIATES INC.

The principal place of business shall be: 6345 West 27 Lane  
Hialeah, Fl 33016

**ARTICLE TWO**

**DURATION**

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

**ARTICLE THREE**

The purpose for which the corporation is organized is to engage in any activity of business permitted under the laws of the United States and of this State.

**ARTICLE FOUR**

**CAPITAL STOCK**

The aggregate number of shares that the corporation shall have the authority to issue is 1,000,000 shares of capital stock with a par value of \$0.01 per share.

ONE MILLION (1,000,000) shares of the capital stocks of the corporation shall be issued for cash at a par value of \$0.01 per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are to be divided into classes.

Prepared By: Elizabeth C. Ortiz  
6345 West 27 Lane  
Hialeah, Fl. 33016  
(305) 531-9091

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TALLAHASSEE, FLORIDA

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**ARTICLE FIVE**

**DIVIDENDS**

The holders of the outstanding capital stock shall be entitled to receive when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**ARTICLE SIX**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata shares ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE SEVEN**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is:

Elizabeth C. Ortiz  
6345 West 27 Lane  
Haialeah, Fl 33016

**ARTICLE EIGHT**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have (1) director initially. The number of directors may be increased or diminished from the time by the by-laws.

The name and address of the initial director is:

ELIZABETH C. ORTIZ  
6345 West 27 lane  
Hialeah, Fl. 33016

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**ARTICLE NINE**  
**INCORPORATES**

The name and address of the person signing these Articles is:

Elizabeth C. Ortiz  
6345 West 27 Lane  
Hialeah, Fl 33016

**ARTICLE TEN**  
**ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent as provided by law.

**ARTICLE ELEVEN**  
**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in regular or special meeting of the Boards of Directors by means of conference telephone as provided by law.

**ARTICLE TWELVE**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or say former officer or director, to the full extent permitted by law.

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**ARTICLE THIRTEEN**

**AMENDMENT**

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, the undersigned authority, personally appeared, to me well known to be person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS by hand and seal this day April 27 1998

NOTARY PUBLIC



"OFFICIAL SEAL"  
Jaime Alberto Garcia  
My Commission Expires 7/17/98  
Commission #CC 393243

Signed and dated this 27 day of April 1998. I hereby am familiar with and accept the duties and responsibilities as registered agent for

REGISTERED AGENT

Elizabeth C. Ortiz

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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BEFORE ME, personally appeared  
being duly sworn, deposes and says that the statements contained in the foregoing  
statement are true and correct.

SWORN AND SUBSCRIBED before me this 04/27/98

NOTARY PUBLIC



"OFFICIAL SEAL"  
Jaime Alberto Garcia  
My Commission Expires 7/17/98  
Commission #CC 393243