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June 12, 1998

Florida Department Of State  
Division of corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

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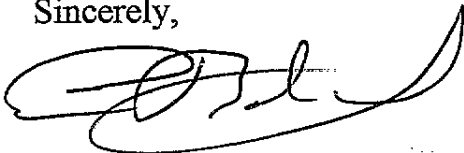
Ref.: Filing for Latam Holdings Inc.

Dear Sirs:

Enclosed you will find two copies of the Articles of Incorporation for LATAM HOLDINGS, INC. and check # 11576 in the amount of US\$ 122.50 to cover the filing.

Thank you very much for your cooperation in this matter.

Sincerely,



Enrique Bahamon  
President  
Latam Holdings, Inc.  
8115 N.W. 29 Street  
Miami, Fl. 33122  
Ph: (305) 477-9584  
Fax: (305) 477-9583

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
LATAM HOLDINGS, INC.

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ARTICLE I

The name of this corporation shall be:

LATAM HOLDINGS, INC.

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue at any time is 10,000 Shares of \$ 1.00 Dollar, par value each.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V

The principal office of this corporation shall be located at 8115 N.W. 29th. STREET, MIAMI, FLORIDA 33122, with the corporation retaining the power of moving its office to any other address in florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices such other cities or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The initial registered office of this corporation shall be at 19300 N.W. 89TH COURT, MIAMI, FLORIDA 33018. The initial registered agent at such address shall be ENRIQUE BAHAMON.

#### ARTICLE VII

This corporation shall at time have at least one Director who shall conduct the business of the corporation as Board of Directors. The stockholders of this corporation may, from time time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

#### ARTICLE VIII

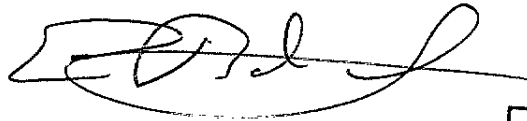
The names and addresses of the members of the First Board of Directors who shall hold office until the first annual meeting of shareholders and or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

ENRIQUE BAHAMON - 19300 N.W. 89th COURT, MIAMI, FL 33018.

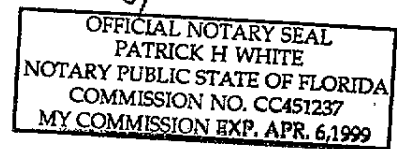
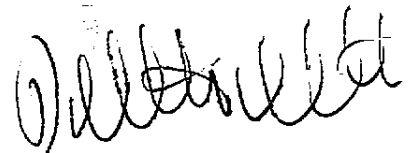
#### ARTICLE IX

The By-Laws of this corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

IN THE WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged the Articles of Incorporation this 12 day of June, 1998.



ENRIQUE BAHAMON, President



STATE OF FLORIDA)  
COUNTY OF DADE )

I HEREBY CERTIFY, that on this 12 day of June, 1998, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements: Enrique Bahamon, to me well known, and known to be the person who executed the foregoing Articles of Incorporation, and acknowledge that he signed and executed the same for the use and purposes herein stated.

IN THE WINESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, the day and year above written.

**CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT TO UPON WHOM PROCESS MAY BE SERVED.**

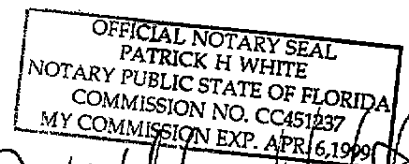
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That LATAMNET CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named ENRIQUE BAHAMON, located at 19300 N.W. 89th Court, Miami, County of Dade, State of Florida, 33018, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT;**

Having been named to accept service of process for the above stated corporation, at 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 keeping open said office.

By:   
ENRIQUE BAHAMON



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