



ACCOUNT NO. : 072100000032

REFERENCE : 927870 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizute*

ORDER DATE : August 14, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 927870-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Yolanda Rodriguez  
GREENBERG TRAUIG

1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: LTM HUMANTECH CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

*611  
W98-18568*

RECEIVED  
98 AUG 14 AM 11:34  
DIVISION OF CORPORATION  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 14 PM 1:42

*ga 8/17/98*

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*PA 8000071628*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 14 PM 1:42

August 14, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: LTM HUMANTECH CORPORATION  
Ref. Number: W98000018568

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for LTM HUMANTECH CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 698A00042328

RECEIVED  
98 AUG 17 PM 12:18  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**LTM HUMANTECH CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 14 PM 1:42

**ARTICLE I**

The name of the corporation is LTM HUMANTECH CORPORATION (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 9300 N.W. 25<sup>th</sup> Street, Suite 108, Miami, Florida, 33172.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares</u></b> <b><u>Authorized</u></b>	<b><u>Par Value</u></b> <b><u>Per Share</u></b>	<b><u>Class of</u></b> <b><u>Stock</u></b>
30,000	\$ 1.00	common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least two directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors

constituting the initial Board of Directors is four (4), and the name and address of the member of the initial Board of Directors who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Lucia Barbosa - President,  
Av. Rio Branco, 89 - 7º andar,  
Ed. Manhattan Tower - Centro  
Rio de Janeiro, RJ, Brazil

Sandra Hijjar - Vice-President,  
9300 N.W. 25<sup>th</sup> Street,  
Miami, Florida, 33172

Luiz Antonio São Paulo - Secretary  
9300 N.W. 25<sup>th</sup> Street,  
Miami, Florida, 33172

Marcos Fernandes - Treasurer  
Av. Rio Branco, 89 - 7º andar  
Ed. Manhattan Tower - Centro  
Rio de Janeiro, RJ, Brazil


#### ARTICLE VII

The name of the Incorporator is Lucia Barbosa and the address of the Incorporator is Av. Rio Branco, 89 - 7º andar, Ed. Manhattan Tower, Centro, Rio de Janeiro, Brazil.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1<sup>st</sup> day of August, 1998.



Lucia Barbosa  
Incorporator

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of LTM HUMANTECH CORPORATION hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

**Karen B. Rozar, Asst. Sec.**, Registered Agent  
Corporation Service Company

DATED: 8/17, 1998.