

P99000007718

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

300002750003--9  
-01/21/99--01083--015  
\*\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: INTERNATIONAL MANAGEMENT TRAINING CENTER INC.  
(Proposed corporate Name- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for: \$ 131.25 Filing Fee, Certified Copy & Certificate

FROM: Jose N. Correa  
I.C. Accounting & Tax Services  
  
6801 N.W. 77TH AVENUE  
SUITE 310-A  
MIAMI, FL 33166  
  
(305) 884-6200  
Daytime Telephone number

FILED  
99 JAN 21 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SD  
1/26

**ARTICLES OF INCORPORATION**  
*of*  
**INTERNATIONAL MANAGEMENT TRAINING CENTER INC**

**FILED**  
99 JAN 21 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is INTERNATIONAL MANAGEMENT TRAINING CENTER INC.

3550 Washington St. Ste. 515-B  
Hollywood, FL 33021

**ARTICLE II**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Jose N Correa  
J.C. Accounting & Tax Services  
6801 NW 77 Ave. Ste 310-A  
Dade County  
Miami, FL 33166

#### ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Luis Diego Riveros , President  
Calle 36 No. 741 Of. 103  
Bogota , Colombia \_\_\_\_\_

Edgar Rincon, Vice President  
3550 Washington St. Ste. 515-B  
Hollywood, FL 33021

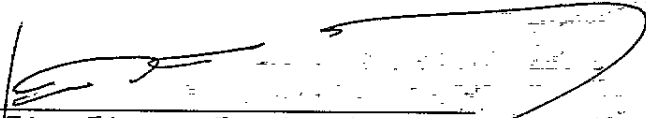
After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

#### ARTICLE VI LIABILITY OF DIRECTORS

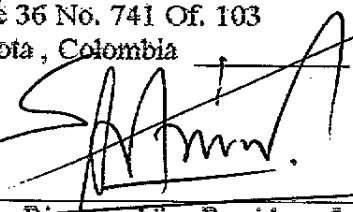
To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Luis Diego Riveros, President, Incorporator  
Calle 36 No. 741 Of. 103  
Bogota, Colombia



Edgar Rincon, Vice President, Incorporator  
3550 Washington St. Ste. 515-B  
Hollywood, FL 33021

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

INTERNATIONAL MANAGEMENT TRAINING CENTER INC  
3550 WASHINGTON ST. STE. 515-B  
HOLLYWOOD, FL 33021

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

JOSE N. CORREA

J.C. Accounting & Tax Services

6801 NW 77TH AVE. STE. 310-A.

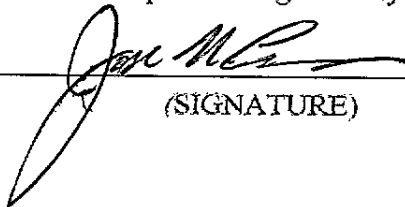
MIAMI, FL 33166

STATE OF FLORIDA  
TALLAHASSEE

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

01-19-99  
(DATE)