

P99000009338



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 117266 8437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 29, 1999

ORDER TIME : 11:46 AM

ORDER NO. : 117266-005

CUSTOMER NO: 8437A

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-01/29/99--01058--016
*****78.75 *****78.75

CUSTOMER: Frederick Woodbridge, Jr., Esq
BAUR, WOODBRIDGE, REUS &
BAUR, WOODBRIDGE, REUS &
21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

DOMESTIC FILING

NAME: INTERNATIONAL TRAINING
RESOURCES, INC.

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: Angie Glisar

EXAMINER'S INITIALS:

g 1/29/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 PM 3:17

DIVISION OF CORPORATION

99 JAN 29 PM 12:11

RECEIVED

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL TRAINING RESOURCES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 PM 3:17

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be:

INTERNATIONAL TRAINING RESOURCES, INC.

The principal place of business of this corporation initially shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

ARTICLE II.

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1,000.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation is 100 N. Biscayne Blvd., 21st Floor, New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is Frederick Woodbridge, Jr.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

DIRECTORS

This corporation shall have three directors, initially. The name and street address of the initial members of the Board of Directors is:

Pilar Caicedo-Estela	Avenida 5 Oeste No. 2-83 Cali, Colombia
Maria Victoria Caicedo-Estela	798 Crandon Blvd., Apt. 54 Key Biscayne, Florida 33149
José M. Engel	Avenida 5 Oeste No. 2-83 Cali, Colombia

ARTICLE VII.

INCORPORATOR

The name and street address of the incorporator executing these Articles of Incorporation is:

Frederick Woodbridge, Jr., Esq.
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Frederick Woodbridge, Jr.
Incorporator

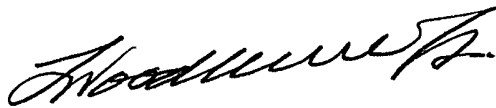
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INTERNATIONAL TRAINING RESOURCES, INC.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, FREDERICK WOODBRIDGE, Jr., having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 27th day of January, 1999.



Frederick Woodbridge, Jr.