

P990000013124

John H. Pell
Certified Public Accountant
7500 Red Road
Suite B
South Miami, FL 33143
(305) 666-0257

February 2, 1999

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

500002767435--2
-02/08/99--01065--014
****122.50 ****78.75

Re: Buylatino.com Corp.

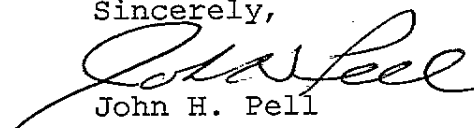
To Whom It May Concern:

Attached are an original and a copy of the articles of incorporation of the above referenced corporation.

Enclosed is a check in the amount of \$122.50 in payment of the incorporation fee and the certified copy of the incorporation papers.

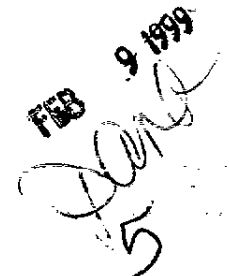
Please return the certified copy to me.

Sincerely,


John H. Pell

Enclosures

FILED
99 FEB -8 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 9 1999
66416


ARTICLES OF INCORPORATION

OF

BUYLATINO.COM Corp.

ARTICLE I - NAME

The name of this corporation is BUYLATINO.COM Corp.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7500 Red Road
Suite B
Miami, Florida 33143

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of common stock of One Dollar and 00/100 (\$1.00) par value.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

John H. Pell
7500 Red Road
Suite B
Miami, Florida, 33143

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The

FILED
99 FEB -8 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

number of directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The name and post office addresses of the initial director of this corporation is:

John H. Pell
7500 Red Road
Suite B
Miami, Florida, 33143

ARTICLE VIII - INCORPORATORS

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

John H. Pell
7500 Red Road
Suite B
Miami, Florida, 33143

ARTICLE IX - AMENDMENT

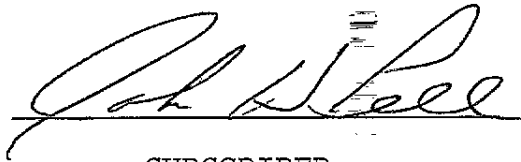
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by them at stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which

he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of February 1999.

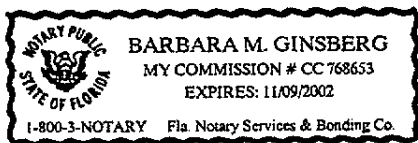


SUBSCRIBER

STATE OF FLORIDA:
: SS
COUNTY OF DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **John H. Pell**, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that ~~she~~ executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida this 2nd day of February, 1999. FL D/L# P400-468-44-181-0




NOTARY PUBLIC
My commission expires:

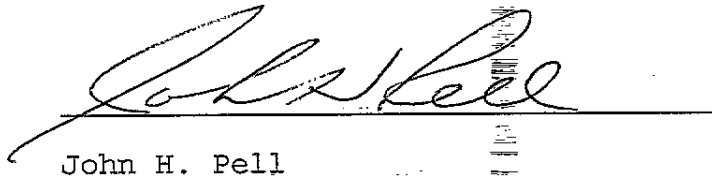
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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.

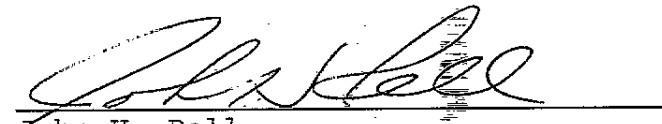
1. The name of the corporation is **BUYLATINO.COM Corp.**
2. The name and address of the registered agent and office is:

John H. Pell
7500 Red Road
Suite B
Miami, Florida, 33143



John H. Pell

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.



John H. Pell
Date: 22nd day of February, 1999

FILED
99 FEB -8 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA