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LAW OFFICES
COX & REYNOLDS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
SOUTHTRUST BANK BUILDING, 10TH FLOOR
4875 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

TELEPHONE (954) 491-5220

TELECOPIER (954) 491-0702

March 25, 1999

Sent Certified Mail -Return Receipt Requested

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-03/30/99--01096--002
*****70.00 *****70.00

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

RE: Articles of Incorporation of Communicate Latin America, Inc.

Ladies and Gentlemen:

Enclosed please find Articles of Incorporation of Communicate Latin America, Inc., together with our check for \$70.00 to cover the filing fee.

Should you have any questions, please do not hesitate to call.

Sincerely,

DOUGLAS H. REYNOLDS

DHR/rab

Enclosure(s)

cc: Edward Warfield

FILED
99 APR 13 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 13 1999
W99-7999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 2, 1999

DOUGLAS H REYNOLDS, ESQUIRE
4875 N FEDERALHWY
10TH FLOOR
FT LAUDERDALE, FL 33308

SUBJECT: COMMUNICATE LATIN AMERICA, INC.
Ref. Number: W99000007999

We have received your document for COMMUNICATE LATIN AMERICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You did not sign as the registered agent, just as the notary. Please sign accepting the designation as registered agent.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 199A00016903

ARTICLES OF INCORPORATION

of

COMMUNICATE LATIN AMERICA, INC.

FILED
99 APR 13 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE I
CORPORATE NAME AND PRINCIPAL ADDRESS

The name of this Corporation is COMMUNICATE LATIN AMERICA, INC. The principal address of the corporation is 741 N.W. 37th Street, Ft. Lauderdale, Florida, 33309.

ARTICLE II
PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE III
DURATION

The duration of the corporation is perpetual.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V
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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL BOARD OF DIRECTORS
AND OFFICERS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws but never shall be less than one. The name and address of the initial director, president, vice president secretary and treasurer of this corporation is:

<u>DESIGNATION</u>	<u>NAME</u>	<u>ADDRESS</u>
President/Director	Guillermo F. Lizasoain	Rivadavia 613 (3240) Villaguay Entre Rios Republica Argentina
VicePresident/Treasurer Director	Edward S. Warfield, III	741 N.W. 37th Street Ft. Lauderdale, Florida 33309
VicePresident/Secretary Director	Jamie R. Zimmerman	7 N. Rosalind Avenue Orlando, Florida 32803

ARTICLE VII
INCORPORATORS

The name and addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Edward S. Warfield, III	741 N.W. 37th Street Ft. Lauderdale, Florida 33309
Jamie R. Zimmerman	7 N. Rosalind Avenue Orlando, Florida 32803
Guillermo F. Lizasoain	Rivadavia 613 (3240) Villaguay Entre Rios Republica Argentina

ARTICLE VIII
INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE IX
BY- LAWS

The initial directors shall submit bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote, the internal affairs of the corporation are to be regulated and managed in accordance with the by-laws. The power to alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payments of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

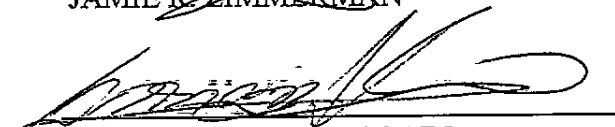
ARTICLE XII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 4875 North Federal Highway, Tenth Floor, Ft. Lauderdale, Florida, 33308, and the name of its registered agent at said address shall be DOUGLAS H. REYNOLDS.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 16th day of February, 1999.


EDWARD S. WARFIELD, III

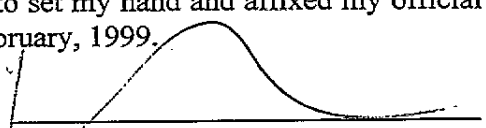

JAMIE R. ZIMMERMAN

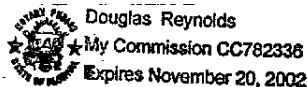

GUILLERMO F. LIZASOAIN

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Edward S. Warfield, III, Jamie R. Zimmerman and Guillermo F. Lizasoain, who are known to me or who presented a current Florida Driver's license or passports as identification, and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 16th day of February, 1999.

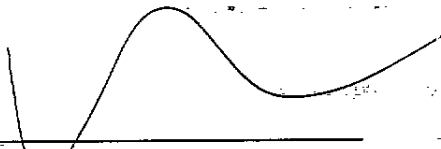

DOUGLAS H. REYNOLDS
Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT PURSUANT
TO
SECTIONS 617.0202 (1)(f) and 617.0501, FLA. STAT.

FILED
99 APR 13 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

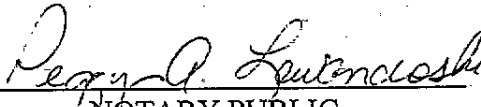
On this 9th day of April, 1999, the undersigned individual, who resides in the State of Florida and whose business office is 4875 North Federal Highway, 10th Floor, Ft. Lauderdale, Florida, 33308, hereby accepts the appointment as the registered agent for COMMUNICATE LATIN AMERICA, INC. acknowledges that he is familiar with, and accepts, the obligations of that position.


BY: 
DOUGLAS H. REYNOLDS
Registered Agent

State of Florida)
)ss:
County of Broward)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Douglas H. Reynolds, who is known to me or who presented a current Florida driver's license as identification, and who executed the foregoing Acceptance of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 9th day of April, 1999.


NOTARY PUBLIC
State of Florida

 Peggy A. Lewandowski
My Commission CC728611
Expires March 29, 2002