

MIAMI, SEPTEMBER 7, 1999

TO: FLORIDA DEPARTMENT OF STATE

ATTN: SECRETARY OF STATE

REF: LATIN BUSINESS USA CORPORATION

PLEASE FIND A CHECK ENCLOSED FOR THE FEES TO FILE THE ARTICLES OF THE ABOVE CORPORATION.

IF YOU WANT TO CONTACT ME PLEASE CALL ME AT 305-2818922 OR FAX 305-5935787

THANK YOU FOR YOUR COOPERATION

SINCERELY,

LUIS FELIPE PEREZ

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF  
LATIN BUSINESS USA, CORPORATION

THE UNDERSIGNED FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE  
FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF  
INCORPORATION :

ARTICLE I

NAME

THE NAME OF THE CORPORATION IS :  
LATIN BUSINESS USA, CORPORATION

ARTICLE II  
TERM OF EXISTENCE

THE TERM OF EXISTENCE OF CORPORATION IS PERPETUAL .

ARTICLE III  
NATURE OF BUSINESS

THE NATURE OF THE BUSINESS TO BE CONDUCTED BY THE CORPORATION IS :  
THE CORPORATION MAY TRANSACT ANY LAWFUL BUSINESS FOR WICH CORPORATION  
MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE IV

CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WICH THE CORPORATION HAS AUTHORITY TO  
ISSUE IS 100 ALL OF WICH SHALL BE COMMON SHARES HAVING A PAR VALUE OF ONE  
DOLLAR ( \$ 1.00) PER SHARE .

ARTICLE VI

REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS :  
6555 NW 36 TH STREET SUITE 309 , MIAMI , FLORIDA 33166

ARTICLE VIII  
DIRECTORS

THE BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF TWO (2) MEMBERS.  
THE NAME AND ADDRESS OF THE MEMBERS ARE :  
LUIS FELIPE PEREZ AND ULISES GALOFRE JR.  
6555 NW 36<sup>TH</sup> STREET SUITE 309 MIAMI , FLORIDA 33166

ARTICLE IX

THE NAME AND ADDRESS OF THE INCORPORATOR IS :  
LUIS FELIPE PEREZ  
6555 NW 36<sup>TH</sup> STREET SUITE 309 MIAMI , FLORIDA 33166

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ARTICLE X

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW

ARTICLE XI

RIGHT TO AMENDMENT ARTICLES OF INCORPORATION

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAIN IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO AND ANY WRITING INFERRED UPON THE SHAREHOLDERS SHALL BE SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 7 DAY OF SEPTEMBER, 1999

STATE OF FLORIDA ]

COUNTY OF DADE ]

]cc.

*Jim F. Perez - Ulises Calafete*

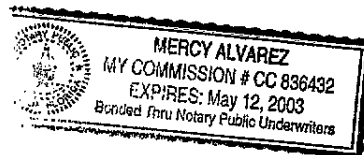
BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE OF FLORIDA AND DADE COUNTY, PERSONALLY APPEARED KNOWN TO ME TO BE THE PERSON WHO SIGNED THE ABOVE ARTICLES OF INCORPORATION AND ACKNOWLEDGED THAT THE EXECUTED THE SAME FOR THE PURPOSES THEREIN CONTAIN.  
IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL THIS 7 DAY OF SEPTEMBER, 1999

*Mercy Alvarez*

NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES

*May 12, 2003*



CERTIFICATE OF DESIGNATION

REGISTERED AGENT /REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501 , 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 ; LATIN BUSINESS USA , CORPORATION
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS ;  
LUIS FELIPE PEREZ , 6555 NW 36 STREET SUITE 309 , MIAMI , FLORIDA 33166

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 PROVISION 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.

*Luis F. Perez*

DATE

*9/7/99*

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