

P990000103528

EFFECTIVE DATE

12-1-99

November 18, 1999

DIVISION OF STATE
TALLAHASSEE, FLORIDA

99 NOV 23 PM 12:10

FILED

Division of Corporations
FLORIDA DEPARTMENT OF STATE
409 East Gaines Street
Tallahassee, Florida 32399

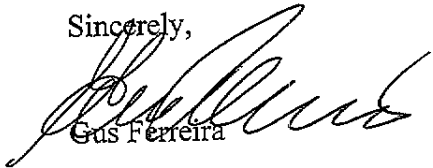
100003053011--6
-11/23/99-01050--003
****122.50 *****78.75

RE: LATIN SQUARE ADVERTISING, INC.
Articles of Incorporation

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for the above-referenced corporation and our check for \$122.50 to cover the filing fee and the cost of a certified copy to be returned to us by mail.

Sincerely,


Gus Ferreira

Enclosures as listed above

11-30-99

EFFECTIVE DATE
12-1-99

**ARTICLES OF INCORPORATION
OF
LATIN SQUARE ADVERTISING, INC.**

FILED
NOV 23 PM 12:10
TALLAHASSEE, FLORIDA

The undersigned incorporator and subscriber, for the purpose of forming a corporation under the Florida Business Corporate Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be LATIN SQUARE ADVERTISING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 400 Kings Point Drive, #804, Sunny Isles Beach, Florida 33160.

ARTICLE III - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is December 1, 1999 provided, however, that said date is within five (5) business days before the date of filing of these Articles. Should the aforesaid date not be within five (5) business days before the date of filing of these Articles, then, in that case, corporate existence shall begin when the Articles are filed.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

5.1 The number of shares of stock this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares, which may be fractional. The stock shall be known as common stock and shall have a \$ 0.01 par value per share.

5.2 Subject to compliance with the terms and conditions of capital stock purchase requirements, the initial shareholders and their percentage interest shall be as follows:

| <u>NAME OF INITIAL SHAREHOLDERS</u> | <u>PERCENTAGE INTEREST</u> |
|-------------------------------------|----------------------------|
| Gus Ferreira | 100% |

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The Initial Registered Agent shall be Gus Ferreira and the address of the Initial Registered Agent is 400 Kings Bay Point Drive, #804, Sunny Isles Beach, Florida 33160..

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the Initial Director is as follows:

NAME OF INITIAL DIRECTOR

Gus Ferreira

ADDRESS OF INITIAL DIRECTOR

400 Kings Point Drive, #804
Sunny Isles Beach, FL 33160

ARTICLE VIII - INITIAL OFFICERS

The initial officer of the corporation shall be as follows:

President, Secretary, Treasurer: Gus Ferreira

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Gus Ferreira, 400 Kings Point Drive, #804, Sunny Isles, Florida 33160.

ARTICLE X - AMENDMENT OF ARTICLES

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 the subject to this reservation.

ARTICLE XI - PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights. The shareholders of this corporation shall have the right to maintain their fixed percentage ownership in the corporation by purchasing their proportionate share of any new stock issued.

IN WITNESS WHEREOF, the undersigned incorporator and subscriber has executed these Articles of Incorporation this 19 day of NOVEMBER, 1999.


GUS FERREIRA,
INCORPORATOR/SUBSCRIBER

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 designating the Registered Office/Registered Agent, in the State of Florida.

The name of the corporation is **LATIN SQUARE ADVERTISING, INC.**

The name and address of the Registered Agent and Office is:

Gus Ferreira
400 Kings Point Drive, #804
Sunny Isles Beach, Florida 33160

FILED
99 NOV 23 PM 12:11
CLERK OF THE STATE
TALLAHASSEE, FLORIDA


GUS FERREIRA
INCORPORATOR/SUBSCRIBER

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.


GUS FERREIRA
REGISTERED AGENT


11/19/99
DATE

MR. FERREIRA has produced ID for identification

Faith Y. Hilton, NOTARY IN DADE CTY, FL.

*400 NE 36th ST #2004
Miami, FL 33137*

November 19, 1999

 Faith Y Hilton
My Commission CC802076
Expires January 13, 2003