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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
EILEEN A. MAASTRICHT, P.A.
2655 S. LE JEUNE ROAD, SUITE 1108
CORAL GABLES, FLORIDA 33134
305-444-6364
305-443-0850 (FAX)

June 11, 2004

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

Re: Amaya Insurance, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the corporation with the proposed name of "Amaya Insurance, Inc." Also enclosed is a check payable to "Florida Department of State" in the amount of $70.00 for the filing fee.

Please forward the letter of acknowledgment of incorporation to the undersigned. Thank you.

Best regards,

LAW OFFICES OF EILEEN A. MAASTRICHT, P.A.

Eileen A. Maastricht

By: Eileen A. Maastricht

Enclosures

cc: Patricia Amaya
Jaime Amaya

ARTICLES OF INCORPORATION
OF
AMAYA INSURANCE, INC.

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2004 JUN 14 P 2:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under the Chapter 607 of the Florida Statues.

Article 1- NAME

The name of the Corporation is Amaya Insurance, Inc. (hereinafter, the "Corporation")

Article 2- PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida, and more particularly the sale of insurance products.

Article 3- PRINCIPAL OFFICE

The address of the principal office and mailing address of this Corporation is:

9010 S.W. 137th Avenue, Suite 208
Miami, Florida 33186

Article 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Eileen A. Maastricht, Esq.
2655 S. Le Jeune Road, Suite 1108
Coral Gables, Florida 33134

Article 5- OFFICERS

The officers of the Corporation shall be:

President:	Jaime Amaya
Vice President:	Patricia Amaya
Secretary:	Patricia Amaya
Treasurer:	Jaime Amaya

whose addresses shall be the same as the principal office of the Corporation.

Article 6- DIRECTORS

The Director(s) of the Corporation shall be:

Jaime Amaya
Patricia Amaya

whose addresses shall be the same as the principal office of the Corporation.

Article 7- CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each having the par value of ONE DOLLAR ($1.00).

7.2 All holders of the shares of the common stock shall be identical with each other in every respect and the holders of the common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of the shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however that the Board of Directors may, in authorizing the issuance of the shares of stock of any class, confer any preemptive right to the Board of Directors may deem advisable in connection with such issuance.

7.5 The Board of Directors of the Corporation may authorize the issuance form time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible in to shares of its stock of any class, whether now or here after authorized for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Directors of the Corporation may, by Restated Articles of the Incorporation, classify or reclassify any unissued stock form time to time by setting or changing the preferences, conversions, or term or conditions of redemption of the stock.

Article 8- SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of the stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

Article 9- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all the things necessary of convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Articles 10- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Article 11- REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share of rights is registered on the books of the Corporation as the owner thereto, for all purposes, and except as my be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in such share to right on the part of any person, whether or not Corporation shall have notice thereof.

Article 12- REGISTERED AGENT

The registered agent of the Corporation is:

Eileen A. Maastricht, Esq.
2655 S. Le Jeune Road, Suite 1108
Coral Gables, Florida 33134

Article 13- BYLAWS

The Board of Directors of the Corporation shall have power, without the assent of vote of the shareholders, to make, alter amend or repeal the Bylaws of the Corporation, by the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article 14- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 15- AMENDMENT

The Corporation reserves the rights to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statue of the State of Florida, and all rights conferred upon shareholders in the Articles if Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 11th day of June 2004.

Eileen A. Maastricht, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Eileen A. Maastricht, Esq., having been designated as the Registered Agent in the above Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Eileen A. Maastricht, Esq.

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