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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
12-13-00

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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FLORIDA PROFIT CORPORATION OR P.A.

Alto Management Company

Certificate of Status	1
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ARTICLES OF INCORPORATION

EFFECTIVE DATE

12-13-00

Article I. Name

The name of this Florida corporation is:

Alto Management Company

Article II. Address

The Corporation's mailing address is:

Alto Management Company
2601 South Bayshore Drive
Suite 1200
Coconut Grove FL 33133

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:

NS Corporate Services Inc.
501 Brickell Key Drive, Suite 400
Miami FL 33131

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:

Joseph Horn
Ricardo Eichenwald
Ralph Horn
Nelson Slosbergas
Stephen A. Freeman

Peter D. Beebe

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 5,000 shares of common stock, par value \$1.00 per share.

Article VI. Limitations on Powers of the Corporation

The signature of two (2) directors and/or officers of the Corporation shall be required in order to:

- a. Change the business of the Corporation from that in which it is presently engaged;
- b. Sell or otherwise dispose of all or substantially all of the assets of the Corporation;
- c. Assign, pledge, mortgage, grant security interests in or otherwise encumber any of the assets of the Corporation, or cause the Corporation to guarantee the debts or other obligations of any other party, except in the ordinary course of business of the Corporation;
- d. Borrow any money or property or otherwise obtain financing for the Corporation, other than credit purchases of goods and services on a current basis and in the normal course of business;
- e. Assign the right of the Corporation on specific Corporation property for other than Corporation purposes;
- f. Make, execute or deliver any general assignment for the benefit of creditors or any bond, guaranty, indemnity bond, or surety bond;
- g. Assign, transfer, pledge, compromise, or release any claim of the Corporation except for full payment, or arbitrate, or consent to the arbitration of any of its disputes or controversies;
- h. Initiate, terminate or settle any legal proceedings to which the Corporation is a party;

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- i. Cause the business of the Corporation to be conducted other than in the ordinary course;
- j. Enter into any contract or agreement requiring a distribution of funds in excess of \$1,000.00; and
- k. Approve or cause a public offering of the Stock.

Article VII. Incorporator

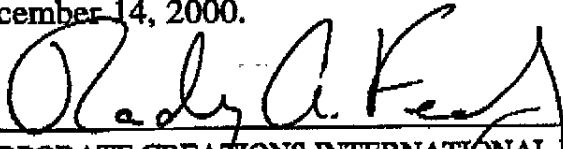
The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VIII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 13, 2000.

The undersigned incorporator executed these Articles of Incorporation on December 14, 2000.



CORPORATE CREATIONS INTERNATIONAL INC.
Randy A. Fernandez Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

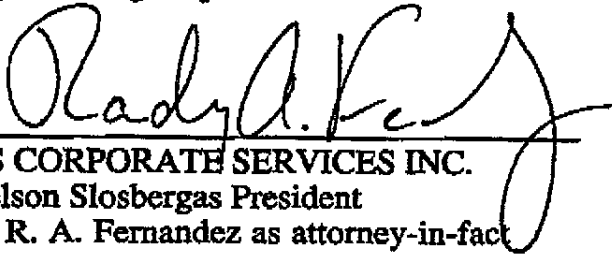
CORPORATION:

Alto Management Company

REGISTERED AGENT/OFFICE:

NS Corporate Services Inc.
501 Brickell Key Drive, Suite 400
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NS CORPORATE SERVICES INC.
Nelson Slosbergas President
by R. A. Fernandez as attorney-in-fact

Date: December 14, 2000

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