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**Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

1240 MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

02 JAN 23 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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G. BULLOCK JAN 24 2002

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ARTICLES OF INCORPORATION

OF

1240 MANAGEMENT, INC.

02 JAN 23 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



The name of the corporation is: 1240 MANAGEMENT, INC.

ARTICLE I - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE II - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is ONE HUNDRED (100) shares, \$1.00 par value each share.

ARTICLE III - DURATION

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

NAME

Jorge A. Fernandez

ADDRESS

150 Alhambra Circle, Suite 1240
Coral Gables, Florida 33134

ARTICLE V - OFFICE

The principal office of the corporation shall be located at 150 Alhambra Circle, Suite 1240, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors of the Corporation may either increase or diminish from time to time by the By-Laws, but shall never be less than one (1) director. The name and address of each member of the initial Board of Directors who shall hold office for the first year of existence of the corporation or until his or her successor(s) is (are) elected or appointed and qualified, is:

NAME

Jorge A. Fernandez

ADDRESS

150 Alhambra Circle, Suite 1240
Coral Gables, Florida 33134

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 150 Alhambra Circle, Suite 1240, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation at that address is: Jorge A. Fernandez.

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ARTICLE VIII - BY LAWS

The By Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

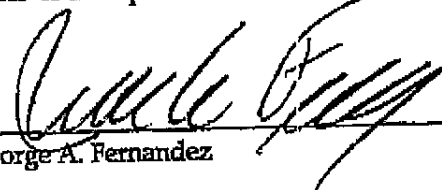
ARTICLE X - PREEMPTIVE RIGHTS

Every Stockholder, 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others).

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act

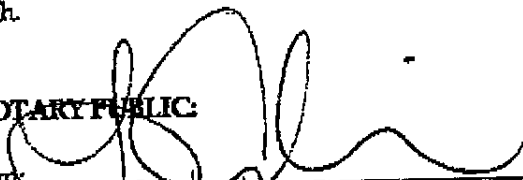
IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this 14th day of January, 2002.



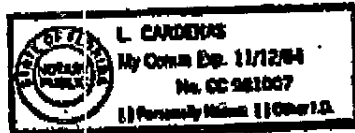
Jorge A. Fernandez

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14th day of January, 2002, by Jorge A. Fernandez, who is personally known to me or who has produced his Florida Driver's License, as identification and who did take an oath.

NOTARY PUBLIC:
Sign: 
Print: L. Cardenas
State of Florida at Large (Seal)

My Commission Expires:
2



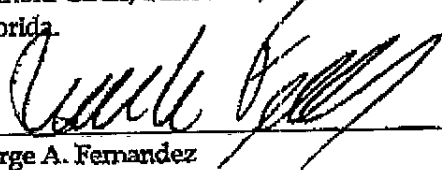
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM**

PROCESS MAY BE SERVED


IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That 1240 MANAGEMENT, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Dade, State of Florida, has named Jorge A. Fernandez, located at 150 Alhambra Circle, Suite 1240, Coral Gables, Florida 33134 to accept service of process within the State of Florida.



Jorge A. Fernandez
Incorporator

HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in this Certificate, I HEREBY AGREE to act in this capacity, and I FURTHER AGREE to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Jorge A. Fernandez

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