LAW OFFICES

ALBERTO A. RODRIGUEZ, P.A.

1200 BRICKELL AVENUE SUITE 1680 MIAMI, FLORIDA 33131

TELEPHONE: FACSIMILE:

(305) 375-9510 (305) 375-9511

0200 February 18, 2002 0800

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32301 000004980820--7 -02/21/02-01041-001 ******70.00 ******70.00

Re: Articles of Incorporation of The Group Associates, Inc.

Gentlemen:

Enclosed herewith is an executed original of the Articles of Incorporation for the above referenced corporation, along with an additional copy for you to date stamp with the registration information and a check in the amount of \$70.00. Please return a stamped copy of the Articles of Incorporation to the undersigned in the enclosed envelope.

If there are any questions, please contact the undersigned.

Very truly yours,

Alberto A. Rodriguez

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ARTICLES OF INCORPORATION

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2002 FEB 21 AM 11:55

SECULIARY OF STATE TALLAHASSEE FLORIDA

THE GROUP ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

<u>Name</u>

The name of the corporation is The Group Associates, Inc., and its address is: 7135 Collins Avenue, #601, Miami Beach, FL 33141.

ARTICLE II

<u>Duration</u>

The duration of the corporation is perpetual.

ARTICLE III

Purpose

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is

authorized to issue is 10,000, such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is: 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131, and the name of its registered agent at such address is Alberto A. Rodriguez.

ARTICLE VI

<u>Directors</u>

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Olivia Ortega 7135 Collins Avenue, #601 Miami Beach, Florida 33141

ARTICLE VII

Incorporator

The name and address of the incorporator is:

Alberto A. Rodriguez 1200 Brickell Avenue, Suite 1680 Miami, FL 33131

ARTICLE VIII

<u>Indemnification</u>

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by

reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 18th day of February, 2002.

Alberto A. Rodriguez

STATE OF FLORIDA

)ss:

COUNTY OF MIAMI-DADE

BEFORE ME, personally appeared Alberto A. Rodriguez to me well known to be the person described in or ____ who has produced ____ as identification and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 18th day of February, 2002.

My commission expires:

otary Public

OFFICIAL NOTARY SEAL
ILEAN.:) DELGADO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC740235
MY COMMISSION EXP. MAY 6,2002

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Alberto A. Rodriguez

Registered Agent