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LAURA L. RUSSO
RONALD G. BAKER

EDMUND P. RUSSO
1923-2001

May 15, 2002

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*****78.75 *****78.75

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

RE: The Alca Group, Inc.
Our File No. 02B-221

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced matter, which Articles we shall appreciate your filing. Also enclosed please find our check in the amount of \$78.75 to cover the filing fee of \$35.00, certified copy of \$8.75, and the registered agent designation fee of \$35.00.

After the Articles have been filed, we shall appreciate your forwarding the certified copy to this office, to the attention of the undersigned.

Thank you for your assistance.

Very truly yours,



Ronald G. Baker

RGB:gf
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 12 PM 1:32

6-22-02
17500
WC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 20, 2002

RONALD G. BAKER, ESQ.
2655 LE JEUNE RD., SUITE 201
CORAL GABLES, FL 33134

SUBJECT: THE ALCA GROUP, INC.
Ref. Number: W02000014560

*Change to
Alca Management Group, Inc.*

We have received your document for THE ALCA GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 202A00032174

ARTICLES OF INCORPORATION

OF

ALCA MANAGEMENT GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 12 PM 1:33

The undersigned, acting as incorporator of a corporation under the laws of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is **ALCA MANAGEMENT GROUP, INC.**

ARTICLE II

This Corporation is organized for the following purposes:

- A. Business Consulting
- B. To do any and all lawful business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of no par value.

ARTICLE IV

Every shareholder, 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 a price at which it is offered to others.

ARTICLE V

The amount of capital with which the corporation will begin business will be no less than \$500.00.

ARTICLE VI

The corporation is to have perpetual existence.

ARTICLE VII

The principal office of the corporation will be 1554 San Rafael Avenue, Coral Gables, FL 33134.

ARTICLE VIII

The initial street address of the initial registered office of the corporation will be 2655 LeJeune Road, Suite 201, Coral Gables, FL 33134, and the name of the initial registered agent of this corporation at that address is RONALD G. BAKER.

ARTICLE IX

The number of directors of the corporation will be no less than two.

ARTICLE X

The names and street addresses of the members of the first Board of Directors are:

GONZALO GOICOCHEA	1554 San Rafael Avenue Miami, FL 33134
JAVIER GOICOCHEA	1554 San Rafael Avenue Miami, FL 33134

ARTICLE XI

The name and street address of the person signing these Articles of Incorporation are as follows:

ARTICLE XII

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless, authorize and ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

I, the undersigned, being the original subscriber to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein

are true and have hereunto set my hand and seal, this 4th day of June, 2002.

Ronald G. Baker (SEAL)
RONALD G. BAKER

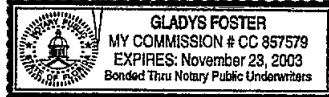
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, on this day, personally appeared **RONALD G. BAKER**, the party to the foregoing Articles of Incorporation, who is either (a) **PERSONALLY KNOWN TO ME**, or (b) **produced as identification** Driver's License No: _____, which expires on _____, and known to me to be the party to the foregoing Articles of Incorporation, and acknowledged the said Articles to be his free act and deed, and that the facts stated therein are truly set forth.

WITNESS my hand and official seal at CORAL GABLES, said County and State last aforesaid, this 4th day of JUNE, 2002.

Gladys Foster
Notary Public, State of Florida



Stamped Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **ALCA MANAGEMENT GROUP, INC.**, at 2655 LeJeune Road, Suite 201, Coral Gables, FL 33134, 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 all my duties.

Ronald G. Baker
RONALD G. BAKER, Registered Agent