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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.**MATRIX GRAN VILLA, CORP.**

Certificate of Status	0
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ARTICLES OF INCORPORATION OF
MATRIX GRAN VILLA, CORP.
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is MATRIX GRAN VILLA, CORP., and the mailing address and the street of the principal office of the corporations shall be 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the real estate business;
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or ancillary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131, and the name of its initial registered agent at such address, is OSCAR GRISALES-RACINI.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation are three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

Name: Jorge E. Miranda (President)
Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131

Name: Oscar A. Madeo (Secretary)
Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131

Name: Esteban C. Israel (Vice-President)
Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131

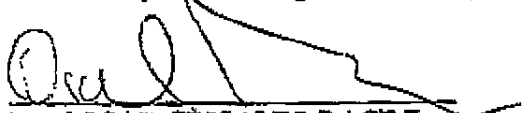
ARTICLE SEVEN

INCORPORATORS

The name of the incorporator is:

Name: OSCAR GRISALES-RACINI
Address: 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

Executed by the undersigned on July 6, 2002.


By: OSCAR GRISALES-RACINI
Incorporator

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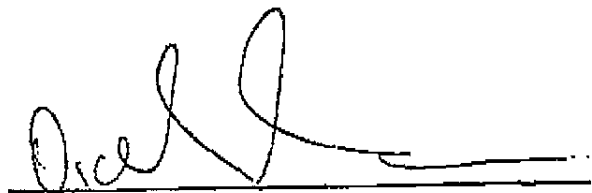
Designation and Acceptance of Registered Agent**FILED**
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TALLAHASSEE FLORIDA

Pursuant to the provisions of Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is MATRIX GRAN VILLA, CORP.
2. The name of the registered agent is OSCAR GRISALES-RACINI.
3. The address of the registered agent/principal office is 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



By: OSCAR GRISALES-RACINI, ESQUIRE

Date: July 6, 2002

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