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02 JUL 29 PM 12:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OFFICE USE ONLY (DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. THE MANAGERS GROUP, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

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4.

(Corporation Name)

(Document #)

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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. WHITE JUL 29 2002

Examiner's Initials

3

ARTICLES OF INCORPORATION

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The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

THE MANAGERS GROUP, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

2929 S.W. 3rd Av.
Miami - FL - 33129

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 (Ten Thousand)

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Vilma Willmott
400 South Pointe Dr. #802
Miami Beach - FLORIDA - 33139

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ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Vilma Willmott
400 South Pointe Dr. # 802 -
Miami Beach - FL - 33139

The undersigned incorporator has executed these Articles of Incorporation this _____ day of _____ 20____


Signature

ARTICLE VI - DIRECTOR(S)

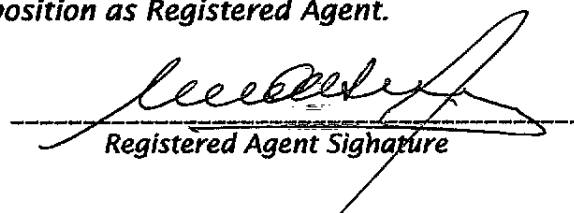
The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

10% Vilma Willmott (Pte)
45% Matias Lynch (Secretary)
45% Pablo Ariel Chapot

2929 S.W. 35th Ar.
MIAMI - FLORIDA - 33129

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT /REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Registered Agent Signature