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From:

Account Name : KATZ, BARRON, SQUITERO & FAUST, P.A.
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Phone : (305) 856-2444
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Cisneros Capital Group Partners, Inc.

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**ARTICLES OF INCORPORATION
OF
CISNEROS CAPITAL GROUP PARTNERS, INC.**

**ARTICLE I
NAME**

The name of the corporation is CISNEROS CAPITAL GROUP PARTNERS, INC., a Florida corporation (the "Corporation")

**ARTICLE II
ADDRESS**

The principal and mailing address of the Corporation shall be 287 Las Brisas Court, Coral Gables, Florida 33143.

**ARTICLE III
DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Florida Secretary of State.

**ARTICLE IV
PURPOSE**

The Corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

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This instrument prepared by:

ANA C. HARRIS, ESQ.

KATZ, BARRON, SQUITERO & FAUST, P.A.

2699 South Bayshore Drive, 7th Floor

Miami, Florida 33133

Tel: (305) 856-2444

Fax: (305) 283-9227

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ARTICLE V
POWERS

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI
CAPITAL STOCK

This corporation is authorized to issue Six Hundred (600) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are: Ana C. Harris, 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133 and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

ARTICLE IX
INITIAL DIRECTORS

This corporation shall have one (1) initial director. The number of directors may be either *increased or diminished from time to time* by the Bylaws but shall never be less than one. The initial director of this corporation shall be Vincent Perez.

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ARTICLE X
OFFICERS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following shall be the initial officers of the Corporation, to serve until their earlier resignation or removal from office:

President/Secretary/Treasurer - Vincent Perez

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 6 day of December, 2002.


Ana C. Harris, Esq.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VIII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 6 day of December, 2002.

CORPCO, INC.

Ana C. Harris, Vice President

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