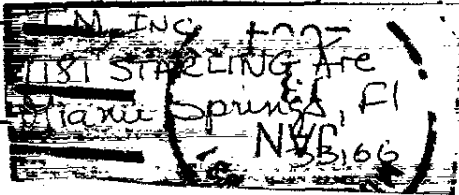


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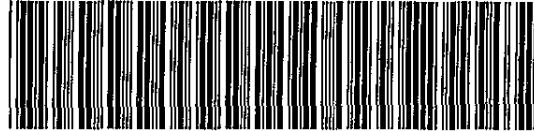
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ARTICLES OF INCORPORATION  
OF  
ISALBA MANAGEMENT, INC.

FILED  
04 JAN 20 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, has executed the following document as incorporation of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

ISALBA MANAGEMENT, INC.  
-----

ARTICLE II

This Corporation shall commence existence upon the filing of these articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this Corporation are to do any and all of the things herein mentioned, as fully and the same extend as natural persons might do, viz:

- 1) Transact any and all lawful business.
- 2) Said Corporation shall further have powers: to have perpetual succession by its corporate name; To sue and be sued, complain and defend in its corporate name in all actions or proceedings; to have a Corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced; To purchase, take, receive, lease or otherwise acquire, own, held, improve, use, and otherwise deal in with real or personal property or any interest therein wherever statued; To

make contracts and guarantees and incur liabilities, borrow and lend money at such rates of interest as the corporation may determine, according with the laws and regulations applicable for that purpose; To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State; to have and exercise all powers necessary or convenient to effect its purposes; to indemnify any person who by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation to the full extent as permitted by Florida Statute 607.014;

#### ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of (2000) shares, having an individual per value of \$ 1.00 dollar.

1000 shares to Isabel A. Denicolo  
1181 Starling Ave.  
Miami Springs, Fl. 33166

1000 sharers to Alba V. Fernandez  
151 Pine Crest Dr.  
Miami Springs, Fl. 33166

Unless otherwise stated in these articles, or in an amendment to these articles, thgere shall be only one (1) class of stock of this Corporation.

#### ARTICLE V

The street address of the initial registered office, the principal office of the Corporation shall be:

ISALBA MANAGEMENT, INC.  
1181 Starling Ave.  
Miami Springs, Fl. 33166

And name of the initial Resident Agent of this Corporation shall be:

Bruno D. Denicolo  
1181 Starling Ave.  
Miami Springs, Fl. 33166

#### ARTICLE VI

The initial Board of Directors shall consist of a total of three (3) persons and the name and address of the persons who is to serve as an initial directors are:

Isabel A. Denicolo  
1181 Starling Ave.  
Miami Springs, FL 33166

Alba V. Fernandez  
151 Pine Crest Dr.  
Miami Springs, FL 33166


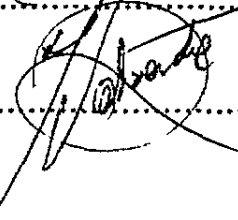
#### ARTICLE VII

The name and address of the incorporators signing and executing these Articles of Incorporation are as follows:

Isabel A. Denicolo  
1181 Starling Ave.  
Miami Springs, F. 33166

Alba V. Fernandez  
151 Pine Crest Dr.  
Miami springs, FL 33166

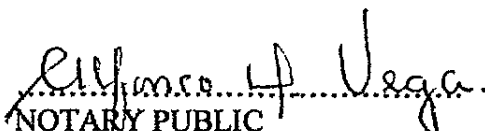
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 8<sup>th</sup> day of January 2004

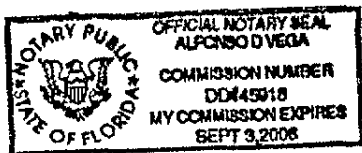
  
.....(Seal)  
  
.....(Seal)

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Bruno A. Denicolo, and Alba V. Fernandez, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation, and that an oath was taken.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and county aforesaid this 9<sup>th</sup> day of JANUARY of 2004

  
.....  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE



04 JAN 20 PM 5:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

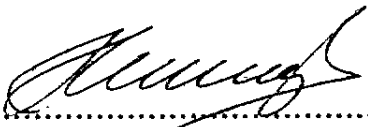
PERSUANT TO THE PROVISIONS OF SECTION 607.325 FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE  
STATE OF FLORIDA.

1.- The name of the Corporation is:

ISALBA MANAGEMENT, INC.

2.- The name of the registered agent and office is:

Bruno D. Denicolo  
1181 Starling Ave.  
Miami Springs, Fl. 33166

Signature.....  
Corporate Officer

Title: President/Director

Date:.....01-08-04.....

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCCES FOR THA ABOVE  
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO  
COMPLY WITH THE PROVISSIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND ACCEPT THE  
DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUES.

Signature.....

Date.....01-08-04.....

FILED  
JAN 20 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA