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

1. Punto Sur Management, Inc
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- [x] Profit
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- [ ] Other

AMENDMENTS

- [ ] Amendment
- [ ] Resignation of R.A., Officer/Director
- [ ] Change of Registered Agent
- [ ] Dissolution/Withdrawal
- [ ] Merger

OTHER FILINGS

- [ ] Annual Report
- [ ] Fictitious Name

REGISTRATION/QUALIFICATION

- [ ] Foreign
- [ ] Limited Partnership
- [ ] Reinstatement
- [ ] Trademark
- [ ] Other

Examiner's Initials

CR2E031(7/97)

ARTICLES OF INCORPORATION

OF

PUNTO SUR MANAGEMENT, INC.

ARTICLE I – NAME

The name of this Corporation is PUNTO SUR MANAGEMENT, INC., and its address is c/o RJS, 1500 Miami Center, 201 South Biscayne Blvd., Miami, FL 33131.

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

This Corporation will engage in business as a reinsurance and insurance broker and may engage in any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one cent ($.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Aurora Peñalver, Esq., and her address is 1101 Brickell Avenue, Suite 1700, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have six (6) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
Néstor Carlos Abatidaga	c/o RJS 201 South Biscayne Boulevard Suite 1500 Miami, FL 33131
Juan Carlos Gilli	c/o RJS 201 South Biscayne Boulevard Suite 1500 Miami, FL 33131
Norberto Osvaldo Re	c/o RJS 201 South Biscayne Boulevard Suite 1500 Miami, FL 33131
Raúl Colombetti	c/o RJS 201 South Biscayne Boulevard Suite 1500 Miami, FL 33131
Edgardo Rubén Torre	c/o RJS 201 South Biscayne Boulevard Suite 1500 Miami, FL 33131
Carlos Alberto Ingaramo	c/o RJS 201 South Biscayne Boulevard Suite 1500 Miami, FL 33131

ARTICLE VII – BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX – INCORPORATOR

The name of the person signing these Articles is Raul J. Salas and his address is 201 S. Biscayne Boulevard, Suite 1500, Miami, FL 33131.

ARTICLE X – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2ND day of APRIL, 2004.

Raul J. Salas, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS EXECUTED THIS ACCEPTANCE BY REGISTERED AGENT ON THIS 5th DAY OF APRIL, 2004.

Aurora Peñalver, Esq.

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