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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**THE ASSOCIATED GROUP, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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**ARTICLES OF INCORPORATION  
OF  
THE ASSOCIATED GROUP, INC.**

The undersigned, acting as incorporator of THE ASSOCIATED GROUP, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is THE ASSOCIATED GROUP, INC. (the "Corporation").

**ARTICLE II. ADDRESS**

The mailing and business address of the Corporation is:

1970 SW 33<sup>rd</sup> Court  
Miami, Florida 33145

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE VI. INITIAL DIRECTORS AND OFFICERS**

The name and address of the initial director and officers of the Corporation are:

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>                             | <b><u>POSITION/TITLE(S)</u></b>             |
|--------------------|---|---|
| Javier L. Regalado | 1970 SW 33 <sup>rd</sup> Court<br>Miami, FL 33145 | Director, President<br>Secretary, Treasurer |

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ARTICLE V. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1970 SW 33<sup>rd</sup> Court, Miami, Florida 33145 and the name of the Corporation's initial registered agent at that address is Javier L. Regalado.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

Javier L. Regalado  
1970 SW 33<sup>rd</sup> Court  
Miami, Florida 33145

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS


The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 6th day of August, 2004.

  
Javier L. Regalado  
Sole Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

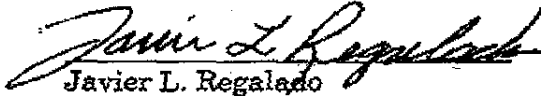
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That THE ASSOCIATED GROUP, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 1970 SW 33<sup>rd</sup> Court, Miami, Florida 33145 has named Javier L. Regalado as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 6th day of August, 2004.

  
Javier L. Regalado

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