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Michael Perez
10126 W. Flagler St.
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(City/State/Zip/Phone #)

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10-21-04
10

ARTICLES OF INCORPORATION
OF

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

ARTICLE I NAME

The name of the corporation shall be:

CIFALC Management, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

555 NE 15th Street, 7th Floor, Suite 7730
Miami FL 33132

ARTICLE III SHARES

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

1000

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

Michael Perez
10126 W. Flagler St.
Miami FL 33174

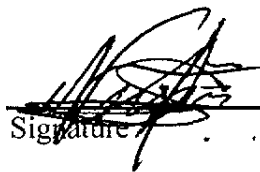
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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this Article of Incorporation is(are):

Virginia Lopez
555 NE 15th Street, 7th Floor, Suite 7730
Miami FL 33132

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 8th day of September, 2004.


Signature

ARTICLE VI OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors, if any, who shall office the first year of the corporation's existence or until successor(s) is(are) elected, is(are):

Virginia Lopez
555 NE 15th Street, 7th Floor, Suite 7730
Miami FL 33132

President

David Laya
555 NE 15th Street, 7th Floor, Suite 7730
Miami FL 33132

Vice-President

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant 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: CIFALC Management, Inc.
2. The name and street address of the registered agent and office is:

Michael Perez
10126 W. Flagler St.
Miami, Florida 33174

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OR MY DUTIES. AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Michael Perez
(Registered Agent)

Date 9/8/04