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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01/03/05

MONTELLO & TORRES, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131

Telephone: (305) 373-0300
Facsimile: (305) 373-3739

December 2, 2004

VIA FEDEX

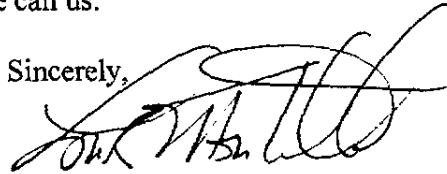
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Ponce Portfolio Management, Inc. (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Incorporation along with our check for \$78.75 in payment of the filing fee and the fee for a certified copy of the Company's Articles of Incorporation. Please return the filed articles of incorporation and the certified copy to us. If you have any questions, please call us.

Sincerely,



Louis R. Montello

Enclosures

**ARTICLES OF INCORPORATION
OF
PONCE PORTFOLIO MANAGEMENT, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Ponce Portfolio Management, Inc. (the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 4225 Ponce de Leon Boulevard, Coral Gables, Florida 33146-1826.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Douglas N. Rice
4225 Ponce de Leon Boulevard
Coral Gables, Florida 33146-1826

ARTICLE VI

Incorporator

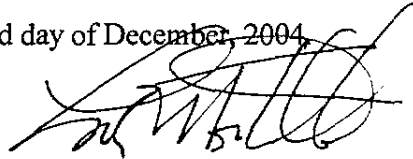
The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE VII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of December, 2004.



Louis R. Montello,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Ponce Portfolio Management, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

December 2, 2004



Louis R. Montello,
Registered Agent

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TALLAHASSEE, FLORIDA