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

**WINDSOR FINANCIAL GROUP, INC.**

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T. Burch JUL 7 2005

**ARTICLES OF INCORPORATION  
OF  
WINDSOR FINANCIAL GROUP, INC.**

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**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Windsor Financial Group, Inc. Its principal office address and business mailing address is 200 South Biscayne Boulevard, Suite 3550, Miami, Florida 33131.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2525 Ponce De Leon Boulevard, Suite 400, Coral Gables, Florida 33134, and the initial registered agent of this corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the initial Board of Directors is:

**Name****Address**

Fernando Toledo

200 South Biscayne Boulevard  
Suite 3550  
Miami, Florida 33131**ARTICLE VII - INCORPORATOR**

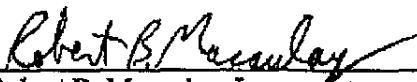
The name and street address of the person signing these Articles of Incorporation is:

**Name****Address**

Robert B. Macaulay

2525 Ponce De Leon Boulevard  
Suite 400  
Coral Gables, Florida 33134

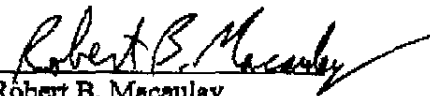
Dated: July 6, 2005

  
Robert B. Macaulay, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Windsor Financial Group, Inc., at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: July 6, 2005

  
Robert B. Macaulay