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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

BLUECREST HOLDINGS CORP.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 2, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BLUECREST HOLDINGS CORP.
REF: W05000049599

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The complete document was not received. Please refile the complete document, including the electronic filing cover sheet.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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Claretha Golden
Document Specialist
NEW FILINGS

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**ARTICLES OF INCORPORATION
OF
BLUECREST HOLDINGS CORP.**

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The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

BLUECREST HOLDINGS CORP.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office is located at 999 Brickell Avenue, Suite 500, Miami Florida 33131.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

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The street address of the initial registered office of this Corporation in the State of Florida is 999 Brickell Avenue Suite 500, Miami, Florida 33131, and the initial registered agent of the Corporation at that address shall be Freddy Farfan.


ARTICLE V

INCORPORATOR

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

Freddy Farfan
999 Brickell Avenue Suite 500
Miami, Florida 33131

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 31
day of October 2005.



Freddy Farfan
Incorporator

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be managed by Officers of the Corporation, consisting of a President and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The initial President and Director of the Corporation is Leonardo Gonzalez, whose address is 999 Brickell Avenue Suite 500 Miami Florida 33131. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the

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By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors shall be elected by in a manner as provided for in the By-Laws of the Corporation.

THE UNDERSIGNED, named as registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Freddy E. E. E.
Registered Agent

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