

Jan 12 06 09:33a

RICARDO MARTINEZ-CID P.A.
Division of Corporations

305-858-2513

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P06000004709

Florida Department of State
Division of Corporations
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((H06000008510 3)))

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Account Number : 076640001666
Phone : (305)859-7494
Fax Number : (305)858-2513

FLORIDA PROFIT/NON PROFIT CORPORATION

ALTAMIRA HOLDINGS GROUP INC., a Florida corporation

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TALLAHASSEE, FLORIDA

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: HC6000008510 3

**ARTICLES OF INCORPORATION
ALTAMIRA HOLDINGS GROUP INC.**

Article I - Name

The name of this corporation is ALTAMIRA HOLDINGS GROUP INC.

Article II - Purpose

This corporation is organized to provide to purchase, manage, develop, and otherwise deal in quality South Florida real estate investments, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Five Million (5,000,000) shares of One Cent (\$1/100) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is at the 8420 West Flagler Street, Suite 220, Miami, Florida 33144.

The name of the initial Registered Agent of this corporation is Manuel F. Fernandez, M.D., of 8420 West Flagler Street, Suite 220, Miami, Florida 33144.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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TALLAHASSEE, FLORIDA

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RICARDO MARTINEZ-CID P.A

305-858-2513

p.4

FROM : Manuel F. Fernandez, M.D.

FAX NO. : 3052790714

Jan. 11 2006 10:19PM P2

Jan 11 08 03:14p

RICARDO MARTINEZ-CID P.A

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H06000008510 3

initial directors of this corporation is Manuel F. Fernandez, M.D., of 8420 West Flagler Street, Suite 220, Miami, Florida 33144, who shall also serve as the initial president/treasurer/secretary of the corporation.

Article VII - Incorporator

The name and address of the person signing these Articles is Manuel F. Fernandez, M.D., of 8420 West Flagler Street, Suite 220, Miami, Florida 33144.

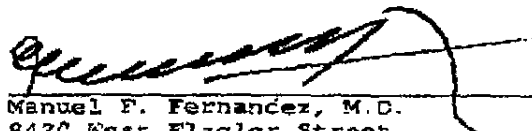
Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five (5) days before filing these Articles with the Florida Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this January 12, 2006.



Manuel F. Fernandez, M.D.
8420 West Flagler Street,
Suite 220,
Miami, Florida 33144

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RICARDO MARTINEZ-CID P.A

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p.5

FROM : Manuel F. Fernandez, M.D.

FAX NO. : 3052790714

Jan. 11 2006 10:20PM P3

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That ALTAMIRA HOLDINGS GROUP INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Manuel F. Fernandez, M.D., of 8420 West Flagler Street, Suite 220, Miami, Florida 33144, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

ALTAMIRA HOLDINGS GROUP INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this January 12, 2006.


Manuel F. Fernandez, M.D.
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33143
Telephone (305) 852-7494 / Facsimile (305) 858-2513
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TALLAHASSEE, FLORIDA

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FROM : Manuel F. Fernandez, M.D.

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STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Manuel F. Fernandez, M.D., who provided his Florida driver's license as identification, and he acknowledged before me that he executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this January 12, 2006.



Oscilia Fernandez
My Commission 00306476
Expires May 26, 2008

NOTARY PUBLIC
STATE OF FLORIDA

Prepared by: Ricardo Martinez-Cid
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