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FLORIDA PROFIT/NON PROFIT CORPORATION

FACTORING DIVISA INTERNATIONAL INC.

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**ARTICLES OF INCORPORATION
OF
FACTORING DIVISA INTERNATIONAL INC.**

ARTICLE I

The name of this corporation is Factoring Divisa International Inc. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is Carrera 43 N. 1 Sur-100, Edificio Sudameris, Piso 19, Medellin, Colombia.

ARTICLE IV

The Corporation is authorized to issue an aggregate total of one hundred (100) shares, all of which shall be designated Common Stock, having a par value of \$.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is, 515 E. Park Avenue, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

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 names, addresses and specific titles of the initial directors and officers of the Corporation, who will serve until successors are duly elected and qualified are as follows:

NAME	TITLE
Alvaro Urrea Arbelaez Carrera 43 N. 1 Sur-100 Edificio Sudameris, Piso 19 Medellin, Colombia	Director and President

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NAME

Luis Felipe Ferrer
Carrera 43 N. 1 Sur-100
Edificio Sudameris, Piso 19
Medellin, Colombia

TITLE

Vice President

Juan Diego Gomez
Carrera 43 N. 1 Sur-100
Edificio Sudameris, Piso 19
Medellin, Colombia

Vice President

Clara Heredia
Carrera 43 N. 1 Sur-100
Edificio Sudameris, Piso 19
Medellin, Colombia

Vice President

ARTICLE VII

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

ARTICLE VIII

The name of the Incorporator is James P.S. Leshaw, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

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 August, 2006.

James P.S. Leshaw

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

Dated: August 2, 2006

CORP DIRECT AGENTS, INC.

By: Patricia Tablock
Name: Patricia Tablock
Title: Assistant Secretary

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