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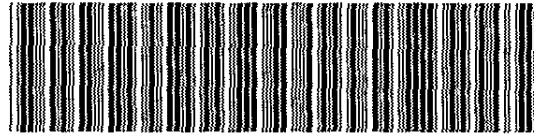
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MULLER & LEBENSBURGER

Attorneys at Law

Charles E. Muller II
Brian A. Lebensburger
of counsel
Dale A. Heckerling

7385 Galloway Road
Suite 200
Miami, Florida 33173
Telephone: 305-670-6770
Fax: 305-670-6769

Writer's Direct Extension: 320

August 27, 2007

Via Federal Express

Betty McKnight, Document Specialist
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Letter Number: 907A00051027
Cruz Management, Inc.**

Dear Ms. McKnight:

Pursuant to your request, attached is a copy of your letter dated August 23, 2007 and the original and one copy of the Articles of Incorporation of Cruz Management, Inc.

We have also enclosed a self-addressed, stamped envelope for your use in returning a certified copy of the articles to us once they have been filed. If there are any questions regarding the above, I can be reached at (305) 670-6770.

Yours very truly,



CHARLES E. MULLER II

CEM:tp

Enclosures: as stated

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 23, 2007

CHARLES E MULLER II ESQ
MULLER & LEBENSBURGER
7385 GALLOWAY ROAD SUITE 200
MIAMI, FL 33173

SUBJECT: CRUZ HOLDINGS, INC.
Ref. Number: W07000041413

We have received your document for CRUZ HOLDINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 907A00051027

ARTICLES OF INCORPORATION
OF
CRUZ MANAGEMENT, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CRUZ MANAGEMENT, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 100 shares of Class A Common Stock;
- B. 9,900 shares of Class B Common Stock.

All of said shares (without regard to class) shall have equal preferences, limitations and relative

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rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of Class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Charles E. Muller II
7385 Galloway Road, Suite 200
Miami, Florida 33173

ARTICLE VI

This corporation shall have three directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Luis Cruz
6965 Granada Blvd.
Coral Gables, Florida 33146

Margarita Arrizabalaga
7505 Old Cutler Road
Coral Gables, Florida 33143

Jorge Cruz
284 Las Brisas Court
Coral Gables, Florida 33143

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Charles E. Muller II
7385 Galloway Road, Suite 200
Miami, Florida 33173

ARTICLE VIII

The mailing address of the corporation is:

6965 Granada Blvd.
Coral Gables, Florida 33146

Executed at Miami, Florida, this 27th day of August, 2007.

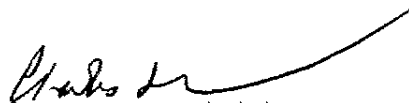


Charles E. Muller II, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of CRUZ MANAGEMENT, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 27th day of August, 2007.



Charles E. Muller II,
Registered Agent