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FLORIDA PROFIT/NON PROFIT CORPORATION

INTERNATIONAL FUNDS MANAGEMENT, INC.

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL FUNDS MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

INTERNATIONAL FUNDS MANAGEMENT, INC. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Florida 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 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

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

GENLAW REGISTERED AGENTS, INC.

9400 South Dadeland Blvd.

Suite 600

Miami, Florida 33156

ARTICLE VI

This Corporation shall initially have two (2) directors, and such directors shall hold office until their respective successors are elected and qualified or until their earlier resignation or removal from office. 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:

Genlaw Registered Agents, Inc.

9400 South Dadeland Blvd.

Suite 600

Miami, Florida 33156

ARTICLE VIII

The principal business address and mailing address of the Corporation shall be:

South Tower Building

806 Douglas Road

Suite 570

Coral Gables, Florida 33134

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law, the Incorporator and all Officers and Directors of the Corporation.

EXECUTED AT Miami, Florida this 21st day of August 2008.

INCORPORATOR

GENLAW REGISTERED AGENTS, INC., a Florida corporation

By: 

Martin J. Genauer, President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of **INTERNATIONAL FUNDS MANAGEMENT, INC.**, the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 21st day of August, 2008.

GENLAW REGISTERED AGENTS, INC.

By: 

Martin J. Genauer, President