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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT
1492 W. FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H950000006246))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: INVESTORS GROUP ASSOCIATES, CORP.
FAX AUDIT NUMBER: H950000006246 CURRENT STATUS: REQUESTED
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 6, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: INVESTORS GROUP ASSOCIATES, CORP.
REF: H95000011547

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please Re-Fax the page in which the Incorporator signed.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

PAX Aud. #: H95000006246
Letter Number: 995A00027871

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

June 8, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: INVESTORS GROUP ASSOCIATES, CORP.
REF: W95000011547

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

Please re-fax the page where the INCORPORATOR SIGNED.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000006246
Letter Number: 795A00028187

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

CERTIFICATE OF INCORPORATION
OF

INVESTORS GROUP ASSOCIATES, CORP.

(7)

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Investors Group Associates, Corp.

ARTICLE II. NATURE OF THE BUSINESS

The general nature of this business to be transacted by this corporation is : Any legal business in the State of Florida or in The United States.

To conduct business in, have one or more offices in and sell import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedment as required.

Approved by:

Carlos Solano CMA
1626 Pittas Road
Miami Beach, Fl. 33139
(66) 674-1681

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUN-65-1955 1955 FROM 1955

TO 1955 CORP. LT. F1 P.09

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 3000 (Three Thousand) shares of common stock having a nominal of \$100.00 Par/value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 1,000.00 (One Thousand 00/100.)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation is

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the State of Florida is: 1665 N.W 79 Ave. Miami, Fla. 33126.

The Board of Directors may, from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one Director initially the number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

Jorge Luis Baron

President
Secretary

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 1665 N.W 79 Ave. Miami Fl. 33126 and the registered agent being Jorge Luis Baron.

ARTICLE X. AMENDMENT

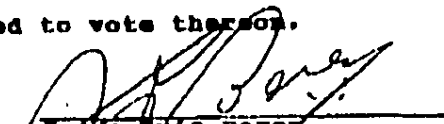
The articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of directors proposed by them to the stock-

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holders, and approved at a stockholders meeting by a
majority of the stock entitled to vote thereon.


Joris Luis Baron
President - Secretary -
INCORPORATOR

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STATE OF FLORIDA

100

COUNTY OF DADR

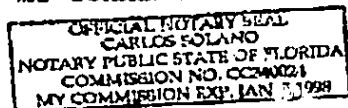
I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Jorge Luis Baron of Investors Group Associates, Corp. a Florida Corporation.

who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to these Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 2 day of the month of June, 1998.

NOTARY PUBLIC STATE OF TEXAS

MY COMMISSION EXPIRES:



REF ID: A66500

TO DIRECTOR, FBI

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE ON THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

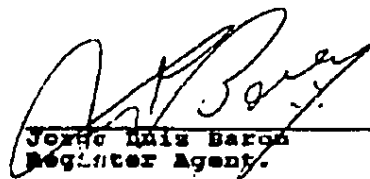
In compliance with Section 607.34 Florida Statutes, The following is submitted, in compliance with said Act:

FIRST: That, Investors Group Associates, Corp. desiring to organize or qualify under the laws of the State of Florida with its principal office, as indicated in the articles incorporation at City of Miami, County of Dade, and State of Florida has hereby named Jorge Luis Baron of 1665 N.W. 79 Ave Miami, Fl. 33126 as its agent to accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply with the provision of said Act relative to keeping open said office.


Jorge Luis Baron
Register Agent.

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TALLAHASSEE, FLORIDA