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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
408 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
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(((H96000003092))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PORTOFOLIO ON THE BEACH, INC.
FAX AUDIT NUMBER: H96000003092 CURRENT STATUS: REQUESTED
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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

March 5, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PORTFOLIO ON THE BEACH, INC.
REF: H96000004894

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

Principal location for Corporation must be the same (see Article I and R.A. Certificate.)

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.

Lorin Poole
Corporate Specialist

FAX Aud. #: H96000003092
Letter Number: 496A00009751

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is Portfolio on the Beach, Inc. located at 2929 Collins Ave. Miami Beach, Fl. 33140

ARTICLE II

Corporate existence is perpetual.

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have the authority to issue 1,000 shares, all in one class, \$1.00 par value.

ARTICLE V

The address of its initial registered office is 8360 W. Flagler St. Suite 205 Miami, Fl. 33144 and the name of its initial registered agent is Andy Martinez.

ARTICLE VI

The number of directors constituting its initial Board of Directors are two (2) whose names and addresses are:

Migdalia Lopez
2929 Collins Ave. Miami Beach, Fl. 33140

Lillian M. Pena
2929 Collins Ave. Miami Beach, Fl. 33140

ANDY MARTINEZ, P.A., CPA.
8260 W. FLAGLER ST. #205
MIAMI, FLORIDA 33144
(305) 559-8000

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ARTICLE VII

The name of the incorporator is Migdalia Lopez, 2929 Collins Ave. Miami Beach, Fl. 33140

ARTICLE VIII

Preemptive rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this corporation shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

Dated this 5th day of March 1996.


Migdalia Lopez

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM MAY BE SERVED

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In compliance with Section 48.091, Florida
Statutes, the following is submitted:

First: Portfolio on the Beach, Inc. with its
registered agent's address at 8360 W. Flagler St. Suite
205 Miami, Florida 33144, Andy Martinez C.F.A. as it's
registered agent to accept service of process in
Florida.

DATED: March 6, 1996.


Magdalena Lopez
Incorporator

Having been named to accept service of process for
the above -stated corporation, at place designated in
this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the
provisions of all statutes relative to the proper and
complete performance of my duties.

DATED: March 6, 1996.


Andy Martinez C.F.A.

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