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**Articles of Incorporation
of
First Financial of Delaware Corp.**

Article I. Name

The name of this Florida corporation is:
First Financial of Delaware Corp.

Article II. Address

The mailing address of the Corporation is:
First Financial of Delaware Corp.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Anibal J. Duarte-Viera
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Anibal J. Duarte-Viera FL Bar Member 910392
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Eduardo Bellas
Gladys Bellas

Article VI. Incorporator

The name and address of the incorporator is:

Anibal J. Duarte-Viera
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 25, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on April 25, 1996



ANIBAL J. DUARTE-VIERA
by Luis A. Uriarte as attorney-in-fact

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Anibal J. Duarte-Viera FL Bar Member 910392
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
First Financial of Delaware Corp.

REGISTERED AGENT:
Anibal J. Duarte-Viera
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANIBAL J. DUARTE-VIERA
by Luis A. Uriarte as attorney-in-fact

Date: April 25, 1996

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Anibal J. Duarte-Viera FL Bar Member 910392
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