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**WILLIAM F. MURPHY III**  
**WILL MURPHY**  
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OF COUNSEL

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3135 S.W. THIRD AVENUE  
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11 November 1997

ATTN: New Filings  
FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

700002344847--8  
-11/12/97-01085-001  
\*\*\*\*125.00 \*\*\*\*125.00

**Re: Aztec Management Group, Inc.**

Gentlemen and Ladies:

Enclosed please find an original and one copy of the articles of incorporation for Aztec Management Group, Inc. and a check in the amount of \$122.50 for the following:

- |    |                               |                 |
|----|-------------------------------|-----------------|
| 1. | Profit corporation filing fee | \$ 35.00        |
| 2. | Registered agent designation  | \$ 35.00        |
| 3. | Certified copy (optional)     | \$ <u>52.50</u> |
|    |                               | <b>\$122.50</b> |

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If you have any questions as to the above, please do not hesitate to contact my office.

Sincerely,

Will Murphy

Enclosures

IN 11-14-97

**ARTICLES OF INCORPORATION**  
**OF**  
**AZTEC MANAGEMENT GROUP, INC.**

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**ARTICLE I: CORPORATE NAME**

The name of this Corporation is AZTEC MANAGEMENT GROUP, INC.

**ARTICLE II: NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including the purchase and operation of other corporations.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7500 shares of \$1.00 par value common stock.

**ARTICLE IV: TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V: INITIAL REGISTERED AGENT/  
CORPORATION ADDRESS**

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

**WILLIAM F. MURPHY  
4770 BISCAYNE BOULEVARD  
SUITE 960  
MIAMI, FLORIDA 33137**

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TALLAHASSEE, FLORIDA

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

the Corporation address is: **704 Zamora Avenue  
Coral Gables, Florida 33134**

#### **ARTICLE VI: BOARD OF DIRECTORS**

This Corporation shall have Three Directors initially. The number of Directors may be increased or diminished from time to time by way of bylaws adopted by the Stockholders, but shall never be less than one.

#### **ARTICLE VII: INITIAL DIRECTOR**

The name of the initial directors of this Corporation and their street address is:

**MARIO R. CASTRO, PRESIDENT  
704 Zamora Avenue  
Coral Gables, Florida 33134**

**FEDERICO L. FAVARO, VICE PRESIDENT  
704 Zamora Avenue  
Coral Gables, Florida 33134**

**WILLIAM F. MURPHY  
4770 Biscayne Boulevard, Suite 960  
Miami, Florida 33137**

#### **ARTICLE VIII: INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

**MARIO R. CASTRO  
704 Zamora Avenue  
Coral Gables, Florida 33134**

**ARTICLE IX: AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, approved at a Stockholder's meeting by at least a majority of the stockholders entitled to vote, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on

this 11<sup>th</sup> day of NOVEMBER, 1997.

  
MARIO R. CASTRO

**ACCEPTANCE BY REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for the Corporation to be known as **AZTEC MANAGEMENT GROUP, INC.**, and to whose articles this acceptance is attached.

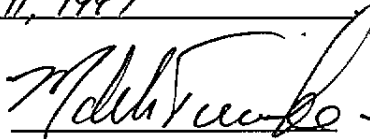
  
WILLIAM F. MURPHY  
4770 Biscayne Blvd, Suite 960  
MIAMI, FLORIDA 33137

STATE OF FLORIDA

COUNTY OF DADE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared MARIO CASTRO to me well known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on November 11, 1997

  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

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MANUEL ALBERTO DE LA FUENTE  
Notary Public, State of Florida  
My Comm. expires Apr 5, 1998  
No. CC361271