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MANUEL BLANCO
10057 SW 126 ST
Miami, Florida 33176
(305) 971-2818

DECEMBER 9, 1997

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*****70.00 *****70.00

Florida Department of State
Corporate Records
PO Box 6327
Tallahassee, Florida 32314

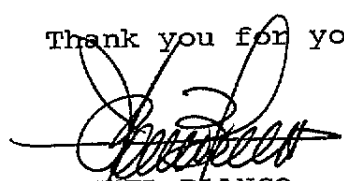
RE: ALERICO MANAGEMENT GROUP, INC.

Gentlemen:

Enclosed are the Incorporation Certificate and recording fee for the captioned corporation.

Please forward the recording letter and charter number to the undersigned at the address above.

Thank you for your cooperation with the above matter.


MANUEL BLANCO

FILED
97 DEC 11 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

FILED
97 DEC 11 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE
NAME

The name of the Corporation shall be:

ALERICO MANAGEMENT GROUP, INC.

ARTICLE TWO
NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE
TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: filing date.

ARTICLE FOUR
CORPORATE ADDRESS

The address of the principal office and mailing address of the corporation is:

10057 SW 126 ST
MIAMI, FL 33176

ARTICLE FIVE
INCORPORATOR

The undersigned corporation does hereby act as incorporator in adopting these Articles of Incorporation for the purpose of organizing a corporation pursuant to the provisions of the Florida Business Corporation Act.

MANUEL BLANCO
10057 SW 126 ST
MIAMI, FL 33176

ARTICLE SIX
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than One Hundred Dollars (\$100.00), or such greater amount as may be required by law.

ARTICLE SEVEN
CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The Stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is ONE THOUSAND (1000).
- C. Par value: Each share of Common Stock shall have the par value of ONE DOLLAR (\$1.00).

ARTICLE EIGHT
ASSIGNATION OF REGISTERED OFFICE
AND REGISTERED AGENT

The Registered office for this Corporation shall be:

10057 SW 126 ST
MIAMI, FL 33176

The registered agent for this Corporation shall be:

MANUEL BLANCO

at the above address.

ARTICLE NINE
CORPORATE DIRECTORS

The following individual(s) is (are) the Director(s) and officers of the corporation:

MANUEL BLANCO
DIR., PRES.
10057 SW 126 ST
MIAMI, FL 33176

IN WITNESS WHEREOF, the undersigned incorporator does make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: This 9th day of December, 1997.

MANUEL BLANCO

Incorporator

STATE OF FLORIDA:

: S.S.:

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared:

MANUEL BLANCO

to me well known and known to me to be the individuals described, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

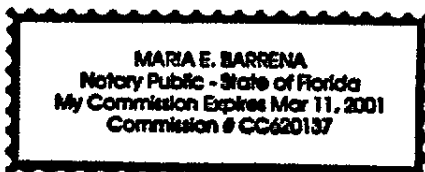
IN WITNESS WHEREOF, I have hereunto affixed my hand and Official Seal at Miami, Dade County, Florida.

Date: This 9th day of December, 1997.

Maria E. Barrena

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS CAN BE SERVED.

In pursuance of Florida Statutes, the following is submitted in
compliance with said statutes:

THAT **ALERICO MANAGEMENT GROUP, INC.** desiring to organize under
the Laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of Miami,
County of Dade, State of Florida, has named **MANUEL BLANCO**, whose
registered address is **10057 SW 126 ST**, City of **MIAMI**, County of
Dade, State of Florida, as its Agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place assigned in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of Florida Statutes relative to keeping open said
office.

MANUEL BLANCO


Resident Agent

FILED
97 DEC 11 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA