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LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. THE FIELDMAN GROUP, INC.

(Corporation Name)

(Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 DEC 21 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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80:06 AM 12 DEC 26  
12/21/98

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
THE FIELDMAN GROUP , INC.

FILED  
98 DEC 21 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **The Fieldman Group, Inc.**, and its address is 8500 West Flagler Street, Suite B-208, Miami, Florida, 33144.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV

##### Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 500. Such shares shall be of a single class, and shall have \$1.00 par value.

#### ARTICLE V

##### Registered Office and Agent

The street address of the initial registered office of the corporation is 8500 West Flagler Street, Suite B-208, Miami, Florida 33144, and the name of its initial registered agent at such address is MIGUEL A. HERNANDEZ.

#### ARTICLE VI

##### Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of director constituting the initial board of director is one (1). The name and address of the person who is to serve as the member of the initial Board of Director is:

GEORGE RIOS  
8500 West Flagler St. Suite B-208  
Miami, Florida 33144

## ARTICLE VII

### Officers

The officer constituting the officer of the corporation shall be determined in accordance with the By-Laws, but shall not be less than a president and a secretary. The officer is:

GEORGE RIOS - President/Secretary

## ARTICLE VIII

### Incorporator

The name and address of the Incorporator is:

GEORGE RIOS  
8500 West Flagler St. Suite B-208  
Miami, Florida 33144

## ARTICLE IX

### Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 17 day of December, 1998.

George Rios  
GEORGE RIOS,  
Incorporator

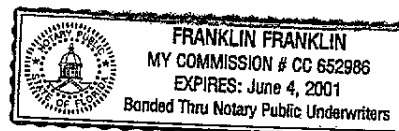
STATE OF FLORIDA)  
                          ) ss  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this \_\_\_\_  
day of December, 1998, by GEORGE RIOS, who is personally known to  
me or who has produced DL# R200-300-75-086 as  
identification and who did take an oath.

My commission expires:

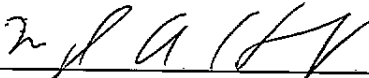
Franklin Franklin  
Notary Public

Printed Name



Acknowledgement of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in and foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
MIGUEL A. HERNANDEZ  
Registered Agent

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98 DEC 21 PM 12:30  
SECRETARY OF STATE  
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