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FLORIDA PROFIT CORPORATION OR P.A.

R.I.A.L. FINANCIAL GROUP, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

R.I.A.L. Financial Group Inc.

Article I - Name

The name of this Corporation is R.I.A.L. Financial Group Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This Corporation is authorized to issue one hundred (100) shares of ten Dollars (\$10.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the registered office of this Corporation is 901 Ponce De Leon Blvd., Suite 501, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation at that address is ANDRES I. IRIONDO.

Article VI - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Ramon J. Puig	1121 Crandon Blvd. # F 1007 Key Biscayne, FL 33149
Alexis Avello	1012 S.W. 32 nd Street Miami, FL 33165

Prepared By:
Andres I. Iriondo *Accountant*
901 Ponce de Leon Blvd., #501
Coral Gables, FL 33134
(305)445-0611

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Article VII - Incorporator

The name and address of the person signing these Articles is:

Andres J. Iriando
901 Ponce De Leon Blvd.
Suite 501
Coral Gables, Florida 33134

Article VIII - Initial Officers

The initial officers of the Corporation are as follows:

Ramon J. Puig - President, Treasurer
Alexis Avello - Vice President, Secretary

Article IX - Initial Place of Business

The initial place of business of the Corporation is 901 Ponce De Leon Blvd., Suite 501, Coral Gables, Florida 33134.

Article X - By - Laws

The By - Laws of the Corporation are to be made, altered, or rescinded by the directors of the Corporation.

Article XI - Amendments to Articles

These Articles of Incorporation may be amended by the act of the Directors of the Corporation, such amendments may be proposed and adopted in a manner provided by the By - laws of the Corporation.

Article XII - Commencement

The existence of this Corporation shall commence on the 17th day of December 1998.

IN WITNESS WHEREOF, the undersigned has executed the Article of Incorporation this 17th day of December 1998.


Andres J. Iriando

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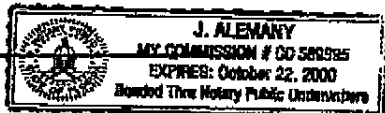
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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Andres J. Iriando, who is known to me to be the person who executed the foregoing Articles of Incorporation or who produced N/A personally known _____ as identification.

SWORN TO AND SUBSCRIBED before me this 21st day of Dec. /1998

Notary Public, State of Florida at Large My

Commission expires:

ACCEPTANCE OF RESIDENT AGENT

I, Andres J. Iriondo, hereby accept the foregoing Designation of Resident Agent, this 21st day of Dec. 1998.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 21 AM 8:11

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ANDRES J. IRIONDO, who is known to me to be the person who subscribed to the foregoing Acceptance of Resident Agent, or who produced N.A.-personally known identification.

SWORN TO AND SUBSCRIBED before me this 21st day of Dec. 1998.

Notary Public, State of Florida at Large my

commission expires:

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