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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

ponmas corporation

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

PONMAS CORPORATION

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in order to form a corporation (the "Corporation") to do business in the State of Florida, hereby makes and files these Articles of Incorporation:

Article I
Name

The name of the Corporation is: PonMas Corporation.

Article II
Mailing Address and Principal Office

The initial mailing address and the street address of the initial principal office of the Corporation is: 2400 Douglas Road, Suite 500, Coral Gables, FL 33134

Article IV
Business

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

Article
Directors

The initial Directors of the Corporation, who shall continue as such until their successors are duly elected and qualified, are Juan E. Ponce and Ramon E. Mas Canosa. The number of Directors may be altered from time to time by ByLaws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time.

Article VII
Capital Stock

The Corporation is authorized to issue a maximum of one thousand (1,000) shares of common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors of the Corporation.

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Article VIII
Registered Agent and Registered Office

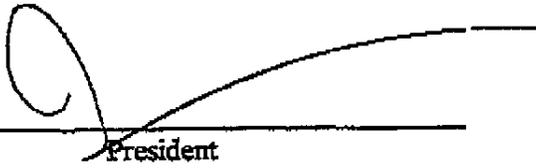
The initial Registered Agent and Registered Office of the Corporation are: Jonathan H. Green & Associates, P.A., 799 Brickell Plaza, Suite 700, Miami, FL 33131.

Article IX
Incorporator

The name and street address of the undersigned Incorporator are: Jonathan H. Green & Associates, P.A., 799 Brickell Plaza, Suite 700, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has duly executed these Articles of Incorporation this _____ day of _____, 19__.

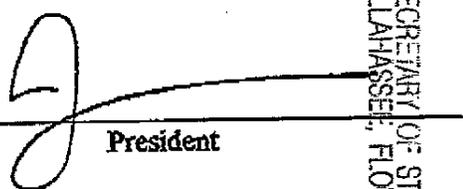
JONATHAN H. GREEN
& ASSOCIATES, P.A.

By  _____
President

ACCEPTANCE

The undersigned hereby accepts the foregoing designation as the initial Registered Agent, and agrees to comply with the provisions of Florida law applicable to that designation.

JONATHAN H. GREEN
& ASSOCIATES, P.A.

By  _____
President

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