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November 12, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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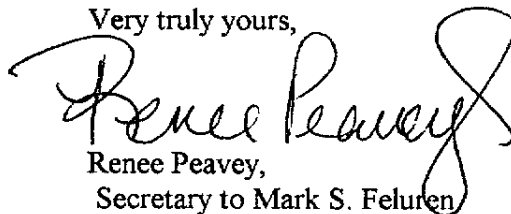
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Fund Management Associates, Inc.

Kindly see that these Articles are filed and mail a stamped copy of same in the enclosed pre-addressed, postage-paid envelope.

Thank you for your assistance.

Very truly yours,


Renee Peavey,
Secretary to Mark S. Feluren

/rp
Enclosures

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ARTICLES OF INCORPORATION

OF

FUND MANAGEMENT ASSOCIATES, INC.

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

FIRST: The name of the corporation (hereinafter called the "Corporation") is Fund Management Associates, Inc.

SECOND: The principal office of the Corporation shall be located at 10031 N.W. 51st Lane, Miami, Florida 33178. The mailing address of the Corporation is P.O. Box 527226, Miami, FL 33152.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 100, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the bylaws.

The name and address of the person who is to serve as the sole member of the initial Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rodolfo Silva	P.O. Box 527226 Miami, Florida 33152

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is 10031 N.W. 51st Lane, Miami, Florida 33178 and the name of the initial registered agent of the Corporation at such address is Rodolfo Silva.

SIXTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Rodolfo Silva	P.O. Box 527226 Miami, Florida 33152

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation

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Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation shall have been filed by the Department of State.

Signed on November 10, 1999


Rodolfo Silva,
Incorporator

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TALLAHASSEE, FLORIDA

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Rodolfo Silva