COMMONWEALTH OF PUERTO RICO
CERTIFICATE OF INCORPORATION OF

ALIANZA MUNICIPAL DE SERVICIOS INTEGRADOS, INC.

The undersigned incorporator (the "Incorporator"), for the purpose of organizing a not for-profit corporation under the provisions and subject to the requirements of the General Corporations Law of 1995 (the "GCL") of the Commonwealth of Puerto Rico (the "Commonwealth"), do hereby state:

FIRST: The name of the corporation (hereinafter called the "Corporation") is ALIANZA MUNICIPAL DE SERVICIOS INTEGRADOS, INC.

SECOND: Its principal office in the Commonwealth is to be located at:

Gautier Benitez Street, Consolidated Medical Plaza, Suite 501
Caguas, PR 00726

Its mailing address is the following:

Apartado 8518
Caguas, PR 00726-8518
(787) 653-0748

The resident agent in charge thereof is:

Eliseo Roques Arroyo, Esq.
PO Box 190998
San Juan, PR 00919-0998

THIRD: This is a corporation not-for-profit, which is not to have authority to issue capital stock. The Corporation is organized and shall be operated to strengthen a partnership between the private and public sectors for the design of employment and training programs in accordance with the provisions of the Workforce Investment Act (the "WIA"), within the meaning of section 501 of the United States Internal Revenue Code of 1986, as amended, (the "USIRC"), and section 1101 of the Puerto Rico Internal Revenue Code of 1994 (the "PRIRC"), including, without limiting the generality of the foregoing:

(a) To establish and maintain comprehensive career service centers managed by and between the public sector and private enterprise wherein eligible individuals may obtain training and employment programs to adequately prepare and strengthen the labor force by:
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(i) enhancing employment retention and earning potential of individuals.
(ii) increasing occupational skills attainment, and
(iii) improving national economic growth through increased productivity and competitiveness.

(b) To develop and implement administrative policies, strategies and goals for work programs in connection with the management and coordination of activities under the WIA.

(c) To set guidelines for the determination of eligibility criteria of program participants in accordance with the WIA as well as the guidelines and norms set forth by the United States Department of Labor.

(d) To design and implement fiscal and contractual controls to safeguard the proper management of funds available under the WIA.

(e) To establish and maintain a complaint system to ensure the equal opportunity of program participants thus avoiding discrimination.

(f) To publish in newspapers of regional and general circulation the occupational programs in demand in connection with training and employment opportunities.

(g) To engage in any other act or activity for which a not-for-profit corporation may be organized under the GCL, including all subsequent amendments thereto.

FOURTH: To further the Corporation's objects and purposes, the Corporation shall have and shall exercise all of the powers conferred by the laws of the Commonwealth of Puerto Rico, not without the scope of the Article Tenth of this Certificate of Incorporation. Without limiting the generality of the foregoing:

(i) have perpetual succession;
(ii) sue and be sued in any court, and appear in any judicial or administrative proceedings for the assertion or protection of its interests;
(iii) have a corporate seal, which may be altered at will;
(iv) appoint such officers and agents as the Corporation may require, allow them suitable compensation, and remove them at the pleasure of the Corporation;
(v) make by-laws for the internal governance of the Corporation with power to alter, amend, or repeal any of them from time to time;
(vi) enter into contracts of every kind and nature;

(vii) to the extent prohibited by applicable law, none of the purposes and objects
of the Corporation shall be construed as authorizing the Corporation to
engage in the real estate business;

(viii) do everything and anything necessary for the conduct of the purposes of
the Corporation, or which may be deemed to, directly or indirectly, promote
the interests of the Corporation, the enumeration of powers in this Article
Third not being intended as a waiver or limitation of the powers and rights
accorded to the Corporation by the laws of the Commonwealth of Puerto
Rico now or hereafter in force.

FIFTH: The conditions of membership and voting rights shall be as set
forth in the Bylaws.

SIXTH: Except as otherwise provided by law, or in the Bylaws of the
Corporation, the internal affairs and policies of the Corporation shall be managed, and
all of the powers of the Corporation shall be exercised by, the Board of Directors.

SEVENTH: Upon dissolution or final liquidation, the Board of Directors shall,
after paying or making provision for all the lawful debts and liabilities of the Corporation,
distribute all the assets of the Corporation to one or more of the following categories of
recipients as the Board of Directors of the Corporation shall determine:

(a) a nonprofit organization or organizations, which may have been created to
succeed the Corporation, as long as such organization or each of such
organizations shall then qualify (i) as a governmental unit under section
170(c) of the USIRC and section 1023 (o) of the PRIHC, or (ii) as an
organization exempt from income taxation under section 501 of the
USIRC and as an organization exempt from income taxation under
section 1101 of the PRIHC, as an organization described in sections
1023 and 1101 of the PRIHC.

(b) a nonprofit organization or organizations having similar aims and objects
as the Corporation and which may be selected as an appropriate
recipient of such assets, as long as such organizations shall then qualify
(i) as a governmental unit under section 170 of the USIRC and section
1023 of the PRIHC, or (ii) as an organization exempt from income
taxation under section 501 of the USIRC as an organization described in
sections 170 and 501 of the USIRC, and as an organization exempt from
income taxation under section 1101 of the PRIHC, as an organization
described in sections 1023 and 1101 of the PRIHC.

In no event shall any of such assets or property be distributed to any director,
officer, or to individual.
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EIGHTH: The name and place of residence of the incorporator is as follows:

Name: Juan Cabrera
Physical Address: 209 Muñoz Rivera
Postal Address: Hato Rey, PR 00918
PO Box 190998
San Juan, PR 00919-0998

NINTH: Until the election of the board of directors of the Corporation, the incorporator shall direct the affairs and organization of the Corporation, and may take all steps that may be proper to effect such organization, including the election of such Directors.

Thereafter, the business and affairs of the Corporation shall be managed by its board of directors whose number (which shall consist of one or more members) and manner of election shall be determined by the by-laws of the Corporation. A majority of directors shall constitute a quorum for the transaction of business, except that the by-laws may provide that a number less than a majority of directors, may constitute quorum, which in no case shall be less than one third of all directors, except when a board of directors of one member is authorized.

TENTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the Corporation shall be authorized and empowered to pay reasonable compensation for furtherance of the purposes as hereinafore stated). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election authorized under section 501 of the USIRC and section 1101 of the PRIRC. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ELEVENTH: The initial board of directors shall adopt by-laws for the internal governance and management of the Corporation. Thereafter, the power to make, alter, or repeal such by-laws shall be vested in the board of directors.

TWELFTH: The existence of the Corporation is to be perpetual.

THIRTEENTH: To the fullest extent permitted by the laws of Puerto Rico, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as director; provided however, such relief is inconsistent with any provision applicable to corporations described in section 501 of the USIRC and section 1101 of the PRIRC. Any amendment or repeal of this ARTICLE
shall not adversely affect any right or protection of a director for any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporations Law of 1995, hereby swear that the facts herein stated are true, and accordingly set his hand and seal, in San Juan, Puerto Rico, this seventh day of March, 2006.

By: [Signature]

INCORPORATOR