ARTICLES OF INCORPORATION
OF
A-PLUS DEVELOPMENT AND FINANCIAL SOLUTIONS, INC.

I, the undersigned, desiring to form a non-profit corporation under the laws of the Commonwealth of Puerto Rico, pursuant in particular to the General Law of Corporations of 1995, as amended (the “General Corporations Law”), do hereby file these Articles of Incorporation and do hereby certify as follows:

FIRST: Name of the Corporation. The name of the corporation is A-Plus Development and Financial Solutions, Inc. (the “Corporation”).

SECOND: Designated Office and Resident Agent. The postal address of the Corporation is P.O. Box 9023835, San Juan, Puerto Rico 00902-3835, and its physical address is Lot #2 Orquidea St., Reparto Valcarcel, Carolina Puerto Rico 00985. The resident agent in charge thereof is the Corporation. The resident agent’s physical address is the same as above.

THIRD: Purpose. The purpose of the Corporation is to engage in any and all licit business and activities for which a non-profit corporation can be organized under the laws of the Commonwealth of Puerto Rico, including the following:

1. to facilitate financing for, and/or extend financing to, any person, whether natural or legal, pursuant to the laws, regulations, executive orders and/or other applicable decrees of the United States Small Business Administration (“SBA”), including, without limitation, SBA’s Section 504 Certified Development Company Loan Program;

2. to solicit, receive, manage and/or maintain funds and to apply the whole or any part of the income and principal thereof in activities aimed at achieving the purposes of the Corporation, including the following:

   a. aiding disadvantaged groups to train for and enter into business careers and to develop, operate and own their private business enterprises; and

   b. assuring that the opportunities and benefits of business ownership and management are be made available to members of such disadvantaged groups throughout educational and related efforts, in order to eliminate prejudice and discrimination in the business community and foster the establishment of customary business relationships between existing sources of commercial credit in the
financial community and members of such disadvantaged groups seeking such opportunities.

3. to enter into, execute and perform contracts and/or agreements of any kind, consistent with the purposes of the Corporation;

4. to acquire monies, securities, property, rights and/or services of any kind and description and to hold, invest, expend, contribute, use, sell and/or otherwise dispose of any monies, securities, property, rights and/or services so acquired for the purposes of the Corporation;

5. to borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes and other corporate obligations for monies borrowed, or in payment for property acquired or for any of the purposes of the Corporation, and to secure payment of any such obligations by mortgage, pledge, deed, indenture of trust, agreement and/or other instrument, or by other lien upon, assignment of, or agreement in regards to, any or all part of the property, rights and/or privileges of the Corporation;

6. to invest or reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, as the Corporation's Board of Directors shall deem advisable and as may be permitted by law;

7. to expand the opportunities available to members of disadvantaged groups to own, manage and operate business enterprises;

8. to further the development of locally owned and/or operated business enterprises in economically disadvantaged or depressed areas;

9. to assist members of disadvantaged groups in developing the entrepreneurial and management skills needed for successful operation of business enterprises;

10. to assist members of disadvantaged groups in obtaining adequate financial support for the successful operation of business enterprises;

11. to aid, support and assist by gifts, contributions, or otherwise, other corporations, community chests funds, and foundations organized and operated exclusively for charitable, religious, scientific, literary and/or educational purposes or for the prevention of cruelty to children or animals, no part of the activities of which is dedicated to propaganda or otherwise attempting to influence legislation;
12. either directly or indirectly, and either alone or in conjunction or cooperation with others, individuals, corporations, firms, trusts, organizations and/or associations of any kind or nature, do any and all lawful activities which may be necessary, useful and/or desirable for the advancement, accomplishment, fostering and/or attainment of the purposes of the Corporation, including, among other things, the following:

a. to provide advice, support, credit, funds, capital, gifts or other lawful forms of assistance, financial or otherwise, to and for the use of business enterprises owned or created, or to be owned or operated, by members of disadvantaged groups;

b. to furnish management and/or other advice, support, training and assistance to members of disadvantaged groups in order to enable them to develop the necessary skills to successfully operate business enterprises;

c. to encourage and assist members of disadvantaged groups to organize, create, acquire, obtain financing for, own, manage and/or operate business enterprises;

d. to obtain information and conduct research, studies and analyses, and prepare and publish reports as to any and all matters that may be of use in furthering the expansion of business enterprises owned or operated by members of disadvantaged groups, including information, research, studies, analyses and reports as to markets, products, services, skills, sources of financing and any and all other matters;

e. to conduct educational and other efforts to eliminate any prejudice and discrimination in the business and financial community and to foster the establishment of sound and constructive relationships between the business and financial community and members of disadvantaged groups seeking opportunities in business; and

f. to aid, support and assist by gifts, contributions, loans, investments and other lawful forms and assistance, other persons or organizations seeking to expand the opportunities for business ownership by members of disadvantaged groups and/or furnish assistance to members of disadvantaged groups in organizing, creating, acquiring, obtaining financing for, owning, managing and operating business enterprises; and

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13. to do all such other acts as are necessary and/or convenient to accomplish the objectives and purposes herein set forth to the same extent and as fully as any natural person could or might do and as are not forbidden by law or by these Articles of Incorporation.

FOURTH: Funds. The funds of the Corporation shall be devoted to the foregoing purposes, in part, through the development and implementation of a loan guarantee program, whereby the Corporation may guarantee a part or all of any loan made by a financial institution to a member of a disadvantaged group whose qualifications and business purposes conform with the stated purposes of the Corporation.

FIFTH: Territory. The operations of the Corporation are to be mainly conducted in the Commonwealth of Puerto Rico, subject to the laws, regulations, executive orders and/or other applicable decrees of the United States Small Business Administration.

SIXTH: Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer or employee of the Corporation, or to the benefit of any other private individual. No member, director, officer or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary benefit of any kind, except reasonable compensation for services in effecting one or more purposes of the Corporation. No substantial part of the activities of this Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distributing of statements).

SEVENTH: Incorporator. The name and place of residence of the incorporator is as follows: Luis R. Rosas Sanz, D-14 7-A St., Park Gardens, San Juan, Puerto Rico 00926.

EIGHTH: By-Laws. The incorporator or, if he does not act in that regard, the first Board of Directors, shall adopt By-Laws for the internal government and management of the Corporation, subject to the provisions and limitations of these Articles of Incorporation. Thereafter, the power to make, alter or repeal By-Laws shall be vested in the Board of Directors, subject to any statutory power granted to the members of the Corporation to alter or repeal By-Laws.

NINTH. Board of Directors. Upon the designation by the incorporator of the initial Board of Directors, the business and affairs of the Corporation shall be managed by its Board of Directors, and the powers of the incorporator shall end. The Corporation shall have at least five (5) directors. The number of directors may be increased or decreased in the manner provided in the By-Laws of the Corporation.
TENTH: Membership. The Corporation shall not be authorized to issue capital stock. The conditions and qualifications required of the members of the Corporation shall be provided in the By-Laws of the Corporation.

ELEVENTH: Election of Directors. Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

TWELFTH: Indemnification. Each director and officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the General Corporations Law. Each director and officer of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability of limitation is not permitted under the General Corporations Law. Any amendment, modification or repeal of the foregoing sentences shall not adversely affect any right or protection of a director of the Corporation hereunder with respect to any act or omission occurring prior to the time of such amendment, modification or repeal.

THIRTEENTH: Duration. The existence of the Corporation shall be perpetual.

FOURTEENTH: Amendments. To the fullest extent permitted by law, the Board of Directors of the Corporation shall have the power to amend, alter, change or repeal any provision contained in these Articles of Incorporation, at its sole discretion.

IN WITNESS WHEREOF, I, the undersigned, hereby ratify and adopt these Articles of Incorporation and subscribe my name hereto, in San Juan, Puerto Rico, this 1st day of April, 2004.

[Signature]
Luis R. Rosas-Sanz
Incorporator