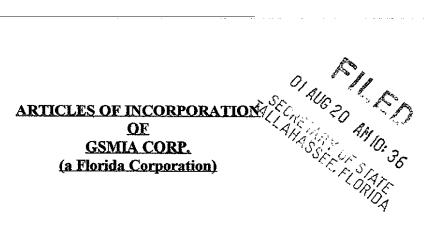
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The undersigned incorporator, for the purposes of forming a corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: GSMIA CORP.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is: 100 Bayview Drive, Suite #1805, Sunny Isles Beach, FL 33160.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is: GARY A. BODZIN, at 3050 Aventura Blvd. #300, Aventura, FL 33180.

ARTICLE V: INCORPORATORS

The name(s) and address(es) of the incorporator(s) of this corporation is (are): GARY A. BODZIN, at 3050 Aventura Blvd. #300, Aventura, FL 33180.

ARTICLE VI: INITIAL BOARD OF DIRECTORS/OFFICERS

The name(s) and address(es) of the initial members of the Board of Directors of the corporation is (are): WERNER SPECK ANDRADE at 100 Bayview Drive, Suite #1805, Sunny Isles Beach, FL 33160. The name(s) and address(es) of the initial Officers of the corporation is (are): WERNER SPECK ANDRADE, President and Secretary, at 100 Bayview Drive, Suite #1805, Sunny Isles Beach, FL 33160.

ARTICLE VII: PURPOSE OF CORPORATION

The major purpose of the corporation shall be to engage in real estate investments, real estate management and other real estate business. The corporation is also authorized to engage in any other business or to perform any other act not prohibited by law.

ARTICLE VIII: LIMITED LIABILITY

The shareholders of the corporation shall not be personally liable for any of the obligations of the corporation to any extent.

The undersigned has executed these Articles of Incorporation this 17th day of August, 2001.

GARY A. BODZIN, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

- 1. The name of the corporation is: GSMIA CORP.
- 2. The name and street address of the registered agent of the corporation is: GARY A. BODZIN, at 3050 Aventura Blvd. #300, Aventura, FL 33180.

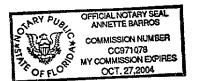
HAVING BEEN NAMED AS REGISTERED AGENT, AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH ALL OF THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

GARY A. BODZIN, Registered Agent

Before me personally appeared GARY A. BODZIN who is are personally known to me, or who produced <u>fersonally known</u> as identification, and he she/they stated that the foregoing instrument was executed for the purposes therein expressed, this 17th day of August, 2001.

NOTARY PUBLIC

(stamp/seal)



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TALLAHASSEE, FLORIDA