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BILL ULLMAN  
ATTORNEY  
BARNETT BANK TOWER  
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April 24, 1996

Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

500001799455  
-04/29/96--01092--012  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: T.G.H. Investments, Inc.

Gentlemen:

Enclosed are articles of incorporation for T.G.H. Investments, Inc., registered agent designation, and a check for \$122.50 payable to Secretary of State of Florida. Please send certified copies of the articles and designation.

Sincerely,

  
Bill Ullman

BU/brm

Encls/

\$ 35.00 - Articles filing fee  
\$ 35.00 - Designation filing fee  
\$ 52.50 - Certified copy articles  
\$122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 29 PM 1:25

8/5/3/96

**ARTICLES OF INCORPORATION**  
**OF**

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**T.G.H. INVESTMENTS, INC.**

I Michael C. Gomez being over 18 years old hereby subscribe to and file these articles of incorporation to create a corporation under the laws of the State of Florida.

**ARTICLE 1**

The name of this corporation is T.G.H. Investments, Inc.

**ARTICLE 2**

This is the authorized capital stock:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500	\$1.00	A

All the stock is payable in cash, property, or labor or services at a just valuation fixed by the Board of Directors. Payment is not required at issuance, provided shares are subject to calls until the whole consideration is paid.

Upon the sale of any new stock of the same kind, class or series as that which he already holds, every stockholder has the preemptive right to purchase his prorata share at the price offered to others. Fractional shares need not be issued on account of this provision.

**ARTICLE 3**

This corporation will commence existence and will exist perpetually unless dissolved according to law.

**ARTICLE 4**

The initial registered office of this corporation is Barnett Bank Tower, Suite 2080,

701 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is Bill Ullman. Other offices and branch offices can be within or without the State of Florida. The mailing address of the corporation is 10575 S.W. 58 Street, Miami, Florida 33175.

#### ARTICLE 5

This corporation will have at least one director. The exact number can be specified by the stockholders from time to time. The stockholders can, by a majority vote, determine that the corporation be managed by the stockholders.

#### ARTICLE 6

These are the names and addresses of the first directors of the corporation, who will hold office for the first year or until the successors is duly elected and qualified:

<u>Name</u>	<u>Address</u>	
Michael C. Gomez	12944 S.W. 119 Terrace Miami, Florida 33186	President
Orlando Horta, Junlor	10575 S.W. 58 Street Miami, Florida 33175	Vice President

#### ARTICLE 7

These are the names and addresses of the subscribers and the number of shares of stock each agree to take:

<u>Name and Address</u>	<u>Number of Shares</u>
Michael C. Gomez	ONE HUNDRED
Orlando Horta, Jr.	ONE HUNDRED

#### ARTICLE 8

No transaction between this corporation and a second party will be affected due to a director, officer, or shareholder of this corporation having an interest in the second party. Directors, officers, and stockholders of this corporation - and firms in which they are interested - can transact business with this corporation provided a full disclosure of the duality of interest is made to the board of directors of this corporation. Directors can be counted in a quorum of this corporation not withstanding their duality of interest.

**ARTICLE 9**

The private property of the stockholders will not be subject to payment of the corporate debts. The corporation will have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of the stockholders to the corporation.

**ARTICLE 10**

This corporation will indemnify and insure its officers and directors to the fullest extent permitted by law.

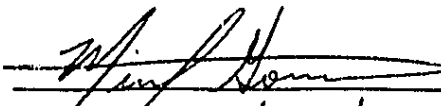
**ARTICLE 11**

The purpose of this corporation is to engage in all lawful business including, but not limited to, real estate development.

**SUBSCRIPTION**

I am an original subscriber to the stock of T.G.H. Investments, Inc., a corporation for profit under the laws of Florida. I certify that the facts stated in these articles of incorporation are true. I agree to take one hundred shares of stock.

Michael C. Gomez



Dated: 4/24/96


**Notarization**


Dade County, Florida)

) ss

Michael C. Gomez appeared before me on April 24, 1996, and executed this document after being put under oath and being advised of the penalties of perjury. Michael C. Gomez is personally known to me.

My Commission expires:

 BILL ULLMAN  
MY COMMISSION # CC 207627 EXPIRES  
July 28, 1996  
BONDED THRU TROY FAH INSURANCE, INC

  
\_\_\_\_\_  
Notary Public

## DESIGNATION OF REGISTERED AGENT

In compliance with the laws of Florida, the following is submitted:

T.G.H. Investments, Inc. desires to organize under the laws of Florida with registered office, at 701 Brickell Avenue, Suite 2080, Barnett Bank Tower, Miami, Florida 33131.

Bill Ullman is the statutory registered agent.

I Bill Ullman hereby agree to act as registered agent and agree to comply with the Florida law regarding keeping the registered office open.

  
\_\_\_\_\_  
Bill Ullman  
Registered Agent

Dated: 4/24/96

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