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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL 12 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ANTIGUA LANDINGS CORPORATION S.A.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MICHAEL TOMBARI
(Name of Person)
AMERICAN REALTY INVESTORS (2) LP
(Firm/Company)
11811 N FREEWAY 300
(Address)
HOUSTON, TX 77060
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

MICHAEL TOMBARI at (281) 820-0747
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

TEL :

Jun 16, 05

13:17 No. 003 P. 02

JUN. 16. 2005 11:38AM

AMERICAN REALTY

NO. 798

P. 2

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ANTIGUA LANDINGS CORPORATION SA.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. PANAMA

(State or country under the law of which it is incorporated)

3. 86-1138519

(FEI number, if applicable)

4. MARCH 4, 2004

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11811 NORTH FREEWAY 300 HOUSTON, TX 77060

(Principal office address)

11811 NORTH FREEWAY 300 HOUSTON TX 77060

(Current mailing address)

8. INVESTMENT

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: GORDON TAYMAN

Office Address: 7921 NORTH DALE MARBY SUITE 110

TAMPA, Florida 33614

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gordon Tayman
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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 TALLAHASSEE, FLORIDA

A. DIRECTORSChairman: FAUSTO RUSCAAddress: VIA MAGGIO 1, 6900 LUGANO, SWITZERLAND

Vice Chairman: _____

Address: _____

Director: CESAR ANTONIO TRUSILLOAddress: P.O. BOX 823-2446PANAMA REP. DE PANAMADirector: LUISA GIANELLAAddress: VIA MAGGIO 1, 6900 LUGANO, SWITZERLAND

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TALLAHASSEE, FLORIDA

B. OFFICERSPresident: FAUSTO RUSCAAddress: VIA MAGGIO 1, 6900 LUGANO, SWITZERLANDVice President: CESAR ANTONIO TRUSILLOAddress: P.O. BOX 823-2446PANAMA REP. DE PANAMASecretary: LUISA GIANELLAAddress: VIA MAGGIO 1, 6900 LUGANO, SWITZERLANDTreasurer: NONE

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. _____
(Signature of Director or Officer listed in number 12 of the application)14. FAUSTO C. RUSCA
(Typed or printed name and capacity of person signing application)



Zúñiga y Asociados

Abogados - Lawyers

RODRIGO ZUÑIGA G. T.
VIRGINIA BOSANO M.
OLIVIA ZUÑIGA SAVAL

P.O. BOX 823-2446
PANAMA REP. DE PANAMA

AVE. SAMUEL LEWIS Y CALLE 56
EDIFICIO TILA OFICINA 3
TEL: (507) 223-6962
FAX: (507) 264-8193
E-MAIL: info@zuyassoc.com

June 14, 2005

VIA COURIER

Mr.
Mike Tombari
ARI American Realty Investors S.A.
11811 North Freeway, Suit 300
Houston, TX 77060
U.S.A.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: ANTIGUA LANDINGS CORPORATION S.A.

Dear Mr. Tombari:

We are pleased to remit herewith enclosed the Certificate of Public Registry and its Translation duly legalized with the Apostille Seal for the above- mentioned company.

Yours faithfully,


ZUÑIGA Y ASOCIADOS

/cv.
Enc.



REPUBLICA DE PANAMA
REGISTRO PUBLICO DE PANAMA

No. 0044300

PAG. 1
// YASU //

C E R T I F I C A

CON VISTA A LA SOLICITUD 891130

QUE LA SOCIEDAD :

ANTIGUA LANDINGS CORPORATION, S.,A

SE ENCUENTRA REGISTRADA LA FICHA 449477 DOC. 568108 DESDE EL

CUATRO DE MARZO DE DOS MIL CUATRO ,

- QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

- QUE SUS SUSCRIPTORES SON:

(1) LUIS ALBERTO LAGUNA

(2) ALGIMIRO VILLAMIL

- QUE SUS DIRECTORES SON:

1) FAUSTO RUSCA

2) CESAR ANTONIO TRUJILLO

3) LUISA GIANELLA

- QUE SUS DIGNATARIOS SON:

PRESIDENTE

VICE-PRESIDENTE

TESORERO

SECRETARIO

: FAUSTO RUSCA

: CESAR ANTONIO TRUJILLO

: NO CONCTA

: LUISA GIANELLA

- QUE SU DURACION ES PERPETUA

- QUE SU DOMICILIO ES PANAMA

DERECHO DE FIRMA: LAS FIRMAS INDIVIDUALES DEL PRESIDENTE Y DEL SECRETA-
RIO REPRESENTARAN Y COMPROMETERAN LA SOCIEDAD.

QUE ES UNA SOCIEDAD ANONIMA DEBIDAMENTE CONSTITUIDA POR LAS LEYES DE LA
REPUBLICA DE PANAMA.

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA , EL DIEZ DE JUNIO
DEL DOS MIL CINCO A LAS 03:01:58 P.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS
POR UN VALOR DE B/. 30.00

COMPROBANTE NO. 891130

NO. CERTIFICADO: S. ANONIMA - 662859

FECHA: Viernes 10, Junio DE 2005

// YASU // C-1

LUIS CHEN
CERTIFICADOR



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

REPUBLIC OF PANAMA
PUBLIC REGISTRY OF PANAMA
IN VIEW OF A REQUEST: 891130
CERTIFIES:

That the corporation **ANTIGUA LANDINGS CORPORATION S.A.** is registered at Card 449477, Document 588108, since March Four, Two thousand four.

That this corporation is in force.

That the subscribers are:

- 1.- LUIS ALBERTO LAGUNA
- 2.- ALGIMIRO VILLAMIL

That its Directors are:

- 1.- FAUSTO RUSCA
- 2.- CESAR ANTONIO TRUJILLO
- 3.- LUISA GIANELLA

That its Officers are:

President: FAUSTO RUSCA
Vice President: CESAR ANTONIO TRUJILLO
Treasurer: NOT CERTAIN
Secretary: LUISA GIANELLA

That its existence is perpetual

That its domicile is Panama.

Signature right: The individual signature of the President and the Secretary shall be empowered to represent and engage the corporation.

That it is a company duly constituted under the laws of the Republic of Panama

Issued and signed in the City of Panama, on June ten, two thousand and five, at 03:01:58 P.M.

Note: This certificate paid the tax stamp in the amount of B/.30.00

Voucher No. 891130

CERTIFICATE No.: CORPORATION - 662859

Date: Friday, June 10, 2005

//YASU// C-1

(Sgd.) Luis E. Chen G., Luis E. Chen G.- Attesting Officer.

Seal of the Public Registry Office - Certification Department

The foregoing is a true translation into the English language of a document written in the Spanish language. Signed under the pains and penalties of perjury.

Panama, June 13, 2005



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TALLAHASSEE, FLORIDA

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

Pais PANAMA

El presente documento publico

1 ha sido firmado por Gaspar Jaque

2 quien actua en calidad de Notario Publico

3 y esta revestido del sello / timbre de 4-

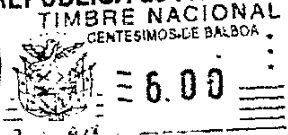
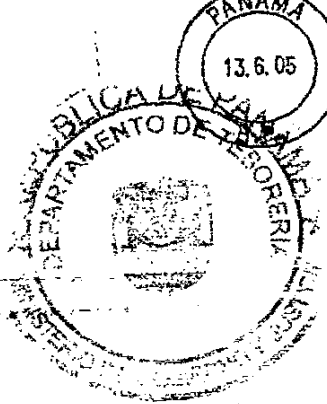
5 en PANAMA 19 JUN 2005

6 por DIRECCION GENERAL DE REGISTRO Y NOTARIA

7 Bajo el número 8879

8 Sello / timbre 10. Firma:

Gaspar Jaque



Esta autenticación no
implica responsabilidad
en cuanto al contenido
del documento