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Florida Department of State
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To:

Division of Corporations
Fax Number. : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

ASOCIACION GOLF DE LAS AMERICAS, INC.

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION

OF

ASOCIACION GOLF DE LAS AMERICAS, INC.

The undersigned, competent to contract, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby makes and subscribes the following Articles of Incorporation:

ARTICLE I NAME AND MAILING ADDRESS

The name and mailing address of the corporation is:

ASOCIACION GOLF DE LAS AMERICAS, INC.
6401 SW 87TH AVENUE
SUITE 202
MIAMI, FL 33173

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in, conduct and carry on any business activity permitted under the laws of the United States and of the State of Florida, all for pecuniary gain; except that the corporation is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph and telephone or cemetery company, a building and loan association, a mutual fire insurance association, a cooperative association, a fraternal benefit society, a state fair or an exposition.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock of this corporation with a par value of One Dollar (\$1.00) per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

6401 SW 87TH AVENUE
SUITE 202
MIAMI, FL 33173

and same of the corporation's initial Registered/Resident Agent at such address is RONALDO R FIGUEROA, CPA

The board of Directors may from time to time move the registered office to any other place in Florida, or designate another Registered/Resident Agent.

Prepared By:

Ronaldo R. Figueroa, CPA
6401 SW 87TH AVENUE
MIAMI, FL 33173

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ARTICLE V. DIRECTORS

This corporation shall have one (2) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (2) Director.

ARTICLE VI. INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors of the corporation is:

Augusto Guinand
9760 NW 51 Lane
Miami, FL 33178

Tcovaldo Perez
9111 SW 156th Court
Miami, FL 33196

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator and subscriber of these Articles is:

Augusto Guinand
9760 NW 51 Lane
Miami, FL 33178

ARTICLE VIII. CORPORATE POWERS

This corporation shall have, without limitation, any and all powers allowable under the present and future laws of the State of Florida, and in addition to, but not in limitation of, the general powers conferred by law, this corporation shall, to the extent not prohibited by law or by these articles, have the power to make any purely accommodation guaranty, endorsement or contract or suretyship and to secure the same by mortgage, deed to secure debt, deed to trust, pledge, creation of a security interest in, or other encumbrance of, all or any of its property, franchises and income; and the Board of Directors of this corporation may, from time to time and at its discretion, distribute to the shareholders of this corporation, out of the capital surplus of the corporation, any portion of the corporation's assets.

ARTICLE IX. INDEMNIFICATION

The corporation may indemnify and hold harmless its Directors, officers, employees, agents or former Directors, officers, employees, agents or other persons, to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

ARTICLE X. TERM

The time at which the existence of this corporation shall begin shall be the time at which these Articles are subscribed below, provided that the same are filed with the Department of State of Florida within the time period allowed for such filing, under Florida Statute Section 607.167, and if such Articles are not received for filing within said allowable time period, then this corporation's existence shall begin at the time at which these Articles are filed with the Department of State of Florida.

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[Handwritten signature]

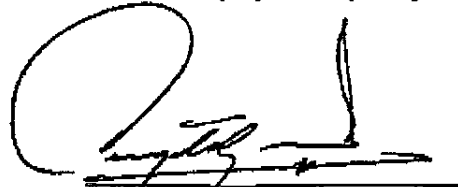
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ARTICLE XI MISCELLANEOUS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right of the stockholders of this corporation is subject to this reservation.

The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

Subscribed this 19th day of December, 2000.


Augusto Garmand

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ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth herein above, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes.


 RONALDO R. FIGUEROA, CPA

DATED the 19th day of December, 2000.

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TALLAHASSEE, FLORIDA