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Division of Corporations
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To:
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Fax Number : (850) 205-0381

From:
Account Name : RITTER, RITTER & ZARETSKY
Account Number : I20010000015
Phone : (305) 372-0933
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FLORIDA PROFIT CORPORATION OR P.A.
CASTILLO DEL MAR RESORT, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
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**FASWAG INTERNATIONAL LTD.
5445 COLLINS AVENUE
MIAMI BEACH, FL 33140**

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September 25, 2001

Florida Department of State
Division of Corporations
Tallahassee, Florida 32314

Re: Trademark of "CASTILLO DEL MAR RESORT"

Dear Sirs:

Please accept this letter as authorization for the incorporation of Castillo Del Mar Resort, Inc.

Sincerely,



Leopoldo Gonzalez, Vice President
AFR Group, Inc., General Partner

OCT. -03' 01 (WED) 16:02 INSURANCE

TEL:3053720836

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TALLAHASSEE
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ARTICLES OF INCORPORATION
OF
CASTILLO DEL MAR RESORT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be CASTILLO DEL MAR RESORT, INC.

The principal place of business of this corporation shall be at 5445 COLLINS AVENUE, CU14, MIAMI BEACH FL 33140

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to real estate sales, brokerage, financing, purchasing, and owning.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5445 COLLINS AVENUE, CU-14, MIAMI BEACH FL 33140 and the name of the initial registered agent of the

corporation at that address is LEOPOLDO GONZALEZ.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have THREE director(s), initially. The name and street address of the initial director(s) who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

SMILO J. BERKOWITZ, JR., -DIRECTOR/VICE PRESIDENT
5445 COLLINS AVENUE, CU-14, MIAMI BEACH FL 33140

LEOPOLDO GONZALEZ -DIRECTOR/VICE PRESIDENT
5445 COLLINS AVENUE CU-14,, MIAMI BEACH FL 33140

HORACIO MECOZZI -DIRECTOR/PRESIDENT
5445 COLLINS AVENUE CU-14, MIAMI BEACH FL 33140

ARTICLE VII. INCORPORATOR

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

LOUIS D. ZARETSKY
555 NE 15TH STREET, #100, MIAMI FL 33132

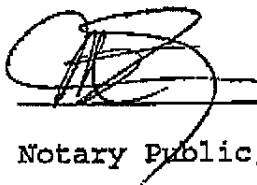
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 29th day of September, 2001.


Louis D. Zaretsky

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29th day of September, 2001, by Louis D. Zaretsky



Notary Public, State of Florida at Large

My Commission Expires: _____



Marlene E Sing
My Commission CC675153
Expires September 30, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS

WITHIN THIS STATE, NAMING AGENT UPON WHOM

PROCESS MAY BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

CASTILLO DEL MAR RESORT, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami Beach, County of Dade, State of Florida, has named LEOPOLDO GONZALEZ, located at 5445 COLLINS AVENUE, CU-14, MIAMI BEACH FL 33140 as its agent to accept service of process within this State.

INCORPORATOR 

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



LEOPOLDO GONZALEZ

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