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CORPORATION(S) NAME

Acknowledgment

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CERTIFICATE OF INCORPORATION

OF

SECRETARY OF FACE

GESA Enterprises, Inc.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:

GESA Enterprises, Inc.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit, including but not limited to:

REAL ESTATE INVESMENTS & BROKERAGE, MORTGAGE INVESTMENTS & BROKERAGE

ARTICLE III

The stock of this Corporation shall be divided into TWO HUNDRED---(200) shares of stock of the par value of FIFTY DOLLARS (\$25.00) per share, all of one class, namely, Common Stock, and having an aggregate value of FIVE THOUSAND DOLLARS (\$5,000.00). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the Capital Stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than FIVE HUNDRED DOLLARS-----(\$5000.00).

ARTICLE V

The principal place of business for the Corporation shall be at 13614 N.W. 10TH STREET, MIAMI, FLORIDA 33182, with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The number of directors shall not be less than two (2) nor more than four (4)

ARTICLE VIII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

EMILIO M. BROWN

13614 N.W. 10TH ST.

DIRECTOR

MIAMI, FL. 33182

VENTURA J. SAN MARTIN

13613 N.W. 10TH ST.

DIRECTOR

MIAMI, FL. 33182

ARTICLE IX

The name and post office addresses of the President and Secretary, who shall hold office until their successors are elected or appointed or have qualified are:

EMILIO M. BROWN

13614 N.W. 10TH ST.

PRESIDENT

MIAMI, FL. 33182

VENTURA J. SAN MARTIN

13613 N.W. 10TH ST.

SECRETARY

MIAMI, FL. 33182

ARTICLE X

The name and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

EMILIO M. BROWN

13614 N.W. 10TH ST.

100 SHARES

MIAMI, FL. 33182

VENTURA J. SAN MARTIN

13613 N.W. 10TH ST.

100 SHARES

MIAMI, FL. 33182

Total Shares: 200 Shares at \$25.00 per share, all of the proceeds shall amount to at least FIVE THOUSAND DOLLARS (\$5,000.00).

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
and acknowledged to be filed in the office of the Secretary of State the
foregoing Certificate of Incorporation, this 18th day of April, 2002.
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Million
EMILIO M. BROWN
EVILLO IVI, DICOVIV
Yent Johnth
VENTURA I SAN MARTIN
COUNTY OF DADE)
) ss:
STATE OF FLORIDA)
STATE OF TEORIDA)
PECODE ME the undersioned outbouts duly out and a least to
BEFORE ME, the undersigned authority, duly authorized to administer
oaths and take acknowledgments, personally appeared EMILIO M.
BROWN and VENTURA J. SAN MARTIN and acknowledged before
me that they signed the foregoing Certificate of Incorporation for the
purposes therein expressed.
WITNESS my hand and official seal at the City of Miami, County of
Dade, State of Florida, thisday of2002.
NOTARY PUBLIC,
State of Florida at Large

My Commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST—THAT, GESA ENTERPRISES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED EMILIO M. BROWN LOCATED AT 13614 NW 10TH STREET, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

TITLE:

DATE: 24/12/

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

RÉSIDENT 'AGE

DATE: *04/1월/0*。