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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

GERO INVESTMENTS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

GERO INVESTMENTS, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: GERO INVESTMENTS, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be: c/o 717 Ponce De Leon Blvd. #209, Coral Gables, FL 33134.

ARTICLE III
PURPOSES

The specific purposes for which the corporation is organized are:

A. To engage in every aspect and phase of the wholesale and retail, real estate investments.

B. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other States and Countries.

C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

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D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, of the State of Florida or any other state or government, and while owners of such stock exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

F. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

G. To avail itself of all corporate powers as provided in Section 617.0302, Florida Statutes.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any one time is: ONE HUNDRED (100) shares of ONE (\$1.00) DOLLARS par value, the consideration to be paid for each share shall be ONE (\$1.00) DOLLAR.

ARTICLE V INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The name and the street address of the initial registered agent is: MILAGROS R. VAZQUEZ, ESQ., 717 Ponce De Leon Blvd. #209, Coral Gables, FL 33134.

ARTICLE VIII

This corporation shall have two (2) director(s) initially.

The number of directors may be elected, appointed, increased or diminished from time to time, pursuant to the by laws adopted by the stockholders, provided however, that the number of directors shall never be less than two(2).

ARTICLE IX
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
GERARDO RUIZ RUBIO	Serrano 139 28006, Madrid Spain
ROCIO VELASCO MESEGUER	Serrano 139 28006, Madrid Spain

ARTICLE X
INCORPORATORS

The name(s) and the street addresses of the incorporator(s) for these Articles of Incorporation is/are:

NAME	ADDRESS
GERARDO RUIZ RUBIO	Serrano 139 28006, Madrid Spain

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida Statutes. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders

and approved at a shareholders meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the subscribed incorporators have hereunto set their hands and seals, and caused these Articles of Incorporation to be executed this 14th day of April, 2003.


GERARDO RUIZ RUBIO

STATE OF
COUNTY OF

Kingdom of Spain
Province and City of Madrid
Embassy of the United States
of America

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BEFORE ME, the undersigned authority, this day personally appeared GERARDO RUIZ RUBIO, known to me to be the person who executed the foregoing Articles of Incorporation of GERO INVESTMENTS, INC., a Florida Corporation, and acknowledged before me that he executed the same for the purposes therein expressed, and who is personally known to me or who has produced his Spanish Passport, as identification and who did x take an oath.

WITNESS my hand and official seal at Madrid, Spain, this 14th day of April, 2003.


Nancy A. Kralick
AMERICAN CONSUL General

My Commission Expires: N/A

MILAGROS R. VAZQUEZ, ESQ.
717 Ponce De Leon Blvd. #209
Coral Gables, Florida 33134
(305) 446-4555

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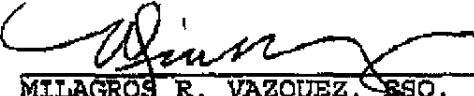
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

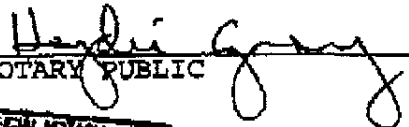
1. The name of the corporation is:
GERO INVESTMENTS, INC.
2. The name and address of the registered agent and office is:
MILAGROS R. VAZQUEZ, ESQ.
717 Ponce De Leon Blvd. #209
Coral Gables, FL 33134

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

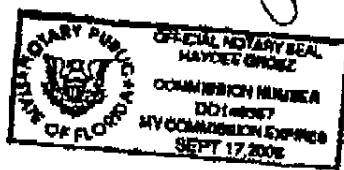

MILAGROS R. VAZQUEZ, ESQ.
Date: 4/14/03

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 14 day of April, 2003, by MILAGROS R. VAZQUEZ, ESQ., as registered agent of GERO INVESTMENTS, INC., A FLORIDA CORPORATION, who is personally known to me or who has produced Florida Driver's License as identification and who did take an oath.


NOTARY PUBLIC

My Commission Expires:



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