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(Business Entity Name)

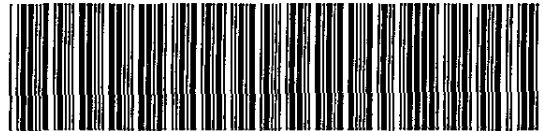
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUGUST & POHLIG, P.A.

ATTORNEYS AT LAW
201 ALHAMBRA CIRCLE
SUITE 711
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 441-1776
TELECOPIER (305) 441-1413

May 27, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: GTO 54, INC.

Ladies and Gentlemen:

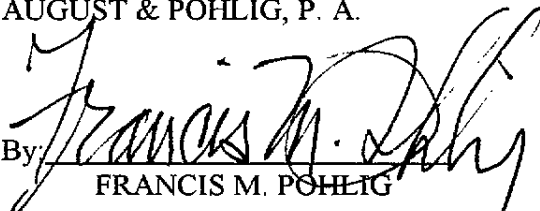
Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of One Hundred Twenty-two Dollars and 50/100 (\$122.50) representing:

Filing	\$ 35.00
One Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

We trust the enclosed is in good order, but if there are any questions, please do not hesitate to contact the undersigned.

Very truly yours,

AUGUST & POHLIG, P. A.

By: 
FRANCIS M. POHLIG

FMP/sd

Enclosure

ARTICLES OF INCORPORATION

OF

GTO 54, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GTO 54, Inc.

ARTICLE II - DURATION

The effective date of corporate existence shall begin upon filing these Articles with the Florida Department of State. This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any lawful activity or business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be at 7830 S. W. 120th Street, Pinecrest, Florida 33156, or such other location as the Board of Directors may designate.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Suite 711k Sun Trust Plaza, 201 Alhambra Circle, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is ZERO 34 REGISTRATION CORP.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have not less than one (1) director, being

Antonio J. Garcia

The number of directors may be either increased or diminished from time to time, in accordance with the by-laws but shall never be less than one (1).

ARTICLE VIII - INCORPORATOR

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

FRANCIS M. POHLIG

Suite 711 Sun Trust Plaza
201 Alhambra Circle
Coral Gables, Florida 33134

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer, director, employee, or agent of the corporation, or any former officer, director, employee, or agent of the corporation, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereof, in the manner now or hereafter prescribed by the Florida Business Corporation Act and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation on this 28 day of May, 2003.


FRANCIS M. POHLIG

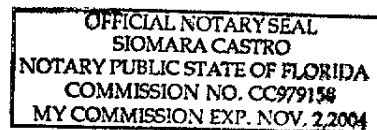
STATE OF FLORIDA)
)
COUNTY OF DADE)

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and
acknowledged before me this 28th day of May, 2003, by FRANCIS M. POHLIG, who is
personally known to me.


(Signature)

Siomara Castro
(Printed Name)

Notary Public, State of Florida
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE 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:


THAT, GTO 54, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, at the City of Coral Gables, County of Dade, State of Florida, has named ZERO 34 REGISTRATION CORP., located at Suite 711, SunTrust Plaza, 201 Alhambra Circle, Coral Gables, Florida 33134, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

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

ZERO 34 REGISTRATION CORP.

By


FRANCIS MARION POHLIG, PRESIDENT