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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: RICARDO MARTINEZ-CID, P.A.
1699 CORAL WAY
SUITE 510
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PHONE: (305) 858-7494
FAX: (305) 858-2513

((H95000009082))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SHAMROCK 2205 CORPORATION
FAX AUDIT NUMBER: H95000009082
DATE REQUESTED: 08/17/1995
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EFFECTIVE DATE
8-16-95

DIVISION OF CORPORATIONS

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8-18-95

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H95000009082
ARTICLES OF INCORPORATION
SHAMROCK 2205 CORPORATION

Article I - Name

The name of this corporation is SHAMROCK 2205 CORPORATION.

Article II - Purpose

This corporation is organized to provide to purchase, develop, manage and otherwise deal in real estate, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address and registered office of this corporation is 12615 S.W. 91st Street, Miami, Florida 33186.

The name of the initial Registered Agent of this corporation is Rosa Maria Chuman of 12615 S.W. 91st Street, Miami, Florida 33186.

Article VI - Initial Board of Directors and Officers

This corporation shall have three (3) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are ROQUE J. PEREZ, REGINA OLMOS DE PEREZ and ANA MARIA PEREZ, all of Calle 86 No. 18-29, SantaFé de Bogotá, Colombia, who shall also serve respectively as the initial president, treasurer and vice-president/secretary of the corporation.

Article VII - Incorporator

The name and address of the persons signing these Articles are ROQUE J. PEREZ, REGINA OLMOS DE PEREZ and ANA MARIA PEREZ, all of Calle 86 No. 18-29, SantaFé de Bogotá, Colombia.

Prepared by: Ricardo Martinez-Cid
 1699 Coral Way, Suite 510, Miami, Florida 33145
 Telephone (305) 859-7494 / Facsimile (305) 858-2513
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Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on August 16, 1995.

Article IX - By-Laws

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

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this August 16, 1995.


ROQUE J. PEREZ


REGINA OLMOS DE PEREZ


ANA MARIA PEREZ

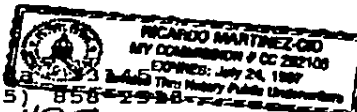
STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, the undersigned Notary Public, personally appeared, who provided their respective Colombian Passports as identification, and they acknowledged before me that they executed the same, and they did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this August 16, 1995.


Notary Public
State of Florida at Large

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33134
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H95000009082



FLORIDA BAR NO. 157029 / AUDIT NUMBER: H95000009052

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That SHAMROCK 2205 CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named Rosa Maria Chuman, located at 12615 S.W. 91st Street, Miami, Florida 33186, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of
SHAMROCK 2205 CORPORATION
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this August 16, 1995.


Rosa Maria Chuman
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
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