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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: GAROP DEVELOPERS INC.

AUDIT NUMBER.....H96000015172

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

Prepared by

ARTICLES OF INCORPORATION

OF

Garop Developers Inc.

ARTICLE I

The name of this Corporation is Garop Developers Inc., a Florida Corporation.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The registered Agent and the Street Address of the initial registered office of this corporation in the State of Florida shall be the following which address the Board of Directors from time to time may move to any other address in the State of Florida:

Maria Fernandez Valle, Esq.
999 Ponce de Leon Boulevard, Suite 1110
Coral Gables, Florida 33134

PREPARED BY:

MARIA FERNANDEZ-VALLE, ESQ.
999 Ponce De Leon Blvd. Suite 1110
Coral Gables, Florida 33134
Phone # (305) 448-7706
FLORIDA BAR # 371564

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ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business is:

11030 N. Kendall Drive Suite 100 Miami, Florida 33176.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by shareholder, but shall never be less than one.

ARTICLE VII

The name of the initial directors of the corporation and their address are

Eduardo Garcia Allen
11030 N. Kendall Drive. Suite 100
Miami, Florida 33176

Alejandro Robles
11030 N. Kendall Drive Suite 100
Miami, Florida 33176

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successor are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Maria Fernandez Valla, Esq.
999 Ponce de Leon Blvd Suite 1110
Coral Gables, Florida 33134

ARTICLE IX

AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

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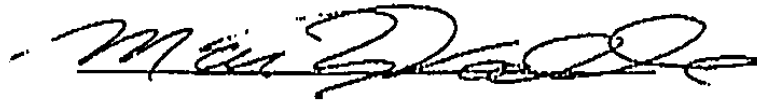
Directors, proposed by them to the shareholders and approved at a shareholder meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholder sign written statement manifesting their intention that a certain amendment of this article be made.

ARTICLE X

PREEMPTIVE RIGHTS

The shareholder of the corporation shall have preemptive rights.

In witness whereof, the undersigned, an Incorporator, has executed the foregoing Articles of Incorporation, this 24th day of October, 1996.



State of Florida

County of Dade

The foregoing instruments was acknowledged before me this 24th day of October, 1996 by Maria Fernandez Valle, who is personally known to me and who did take an oath.



Notary Public

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGAIN UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 40.091 FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST: That Garop Developers Inc., a Florida Corporation., desiring to organize or qualify under the Laws of the State of Florida with its principal place of business at the City of Miami Florida has named Maria Fernandez Vallo, Esq. as 999 Ponce de Leon Blvd. Suite 1110 Coral Gables, Florida 33134 as its resident Agent to accept service of process within the State of Florida.

SECOND That Garop Developers Inc., hereby names 11030 N. Kendall Drive Suite 100, Miami, Florida 33176 as its principal place of business.

Signature

Title

Date:

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 provision of all statutes relative to the proper and complete performance of my duties.

Signature

Date:

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FLORIDA

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