

Oct-21-97 01:43

0970000 90579

P.02

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000017490 8))

TO: DIVISION OF CORPORATIONS FAX R: (850)922-4001  
FROM: RICARDO MARTINEZ-CID, P.A. ACCTR: 076640001666  
CONTACT: RICARDO MARTINEZ-CID  
PHONE: (305)859-7494 FAX R: (305)858-2513

NAME: GT LANZAROTE SL OVERSEAS CONSULTING INC.  
AUDIT NUMBER.....H97000017490  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$122.50

4

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
97 OCT 21 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H99000017490

ARTICLES OF INCORPORATION  
OF  
GT LANZAROTE SL OVERSEAS CONSULTING INC.

FILED  
91 OCT 21 PM 4:55  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Article I - Name

The name of this corporation is GT LANZAROTE SL OVERSEAS CONSULTING INC.

Article II - Purpose

This corporation is organized to provide consulting services to substantial real estate developments in the Americas from regional offices in South Florida, 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 151 Crandon Boulevard, Key Biscayne, Florida 33149.

The name of the initial Registered Agent of this corporation is Francisco Manuel Camarillas Urrea of 151 Crandon Boulevard, Key Biscayne, Florida 33149.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) 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 Carlos Amoros Sanchez of 151 Crandon Boulevard, Key Biscayne, Florida 33149, and Francisco Manuel Camarillas Urrea of 151 Crandon Boulevard, Key Biscayne, Florida 33149, who shall also serve respectively as the initial vice president and president/treasurer/secretary of the corporation.

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494 / Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H99000017490

FMC

FLORIDA BAR NO. 157029 / AUDIT NUMBER: #97000017490

Article VII - Incorporator

The name and address of the persons signing these Articles is Francisco Manuel Camarillas Urrea of 151 Crandon Boulevard, Key Biscayne, Florida 33149.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

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.

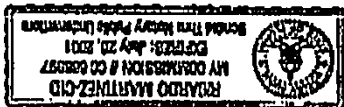
IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this October 21, 1997.

F. Camarillas  
Francisco Manuel Camarillas Urrea

STATE OF FLORIDA )  
                          ) SS.  
COUNTY OF DADE )

BEFORE ME, the undersigned Notary Public, personally appeared Francisco Manuel Camarillas Urrea, who is personally known to me or provided his Florida driver's license as identification, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this October 21, 1997.



[Signature]  
Notary Public  
State of Florida at Large

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494 / Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: #97000017490

FAC

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 497000017490

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

WITNESSETH:

That GT LANZAROTE SL OVERSEAS CONSULTING INC., 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 Francisco Manuel Camarillas Urrea, located at 151 Crandon Boulevard, Key Biscayne, Florida 33149, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of  
GT LANZAROTE SL OVERSEAS CONSULTING INC.

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 October 21, 1997.

F. Camarillas Urrea  
Francisco Manuel Camarillas Urrea  
Registered Agent

FILED  
97 OCT 21 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 497000017490