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February 13, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
2-15-98

100002431691--0
-02/16/98--01094--015
*****70.00 *****70.00

Re: **GELATS COMMERCIAL CAPITAL INC.**, filing of articles of
incorporation of Florida corporation for profit.

Dear Sir/Madam:

Enclosed for filing please find the original of the Articles of Incorporation of the
above named corporation executed by the undersigned as incorporator and accepting
his designation as registered agent thereof. Please note that the effective date of this
incorporation coincides with the date of execution of its Articles and this letter.

Also enclosed is a check payable to the Department of State in the amount of
\$70.00 to cover the following fees:

Filing Fee	\$ 35.00
Registered agent designation	35.00
Total	<u>\$ 70.00</u>

Appreciating that you inform us as soon as possible of the recording of the
articles of this Florida corporation for profit, do not hesitate to call me, if in doubt.

Sincerely yours,


Agustin de Goytisolo

Enc. (2)

cc. Miguel M. Juncadella, CPA
and Agustin Gelats de Goytisolo

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AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

Effective Date
2-15-98
ham

GAVE

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98FEB 16 PM 3:58

FILED

EFFECTIVE DATE

2-15-98

ARTICLES OF INCORPORATION

OF

GELATS COMMERCIAL CAPITAL INC.

FILED
98 FEB 16 PM 3:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

ARTICLE I - NAME

The name of the corporation is **GELATS COMMERCIAL CAPITAL INC.**

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be located at 1000 Brickell Avenue, Ste. 660, Miami FL 33131-3014.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence on February 15, 1998, and shall have perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue five hundred thousand (500,000) shares of common stock having a par value of One United States Dollars (\$1.00), each entitled to one (1) vote per share.

ARTICLE V - BOARD OF DIRECTORS

business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his successor has been elected and qualified is:

Name of Director(s):

Director(s)' Address(es):


AGUSTIN DE GOYTISOLO

1000 Brickell Avenue, Ste. 660, Miami
FL 33131-3014

AGUSTIN GELATS DE GOYTISOLO

1550 Taragona Drive, Coral Gables FL
33134

ARTICLE VI - INDEMNIFICATION

 The Corporation shall have the power to indemnify and insure, at the discretion

of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.


ARTICLE VIII - INCORPORATOR

The subscriber to these Articles is Agustín de Goytisolo, Esq., 1000 Brickell Avenue, Ste. 660, Miami FL 33131-3014.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1000 Brickell Avenue, Ste. 660, Miami FL 33131-3014 and the name of the initial registered agent of the Corporation is Agustín de Goytisolo, Esq., that by these presents accepts his designation as the registered agent of the Corporation.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these
Articles of Incorporation in the City of Miami, State of Florida, on January 31, 1998.



AGUSTIN DE GOYTISOLO (SEAL)
Incorporator and
Registered Agent

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FILED
98 FEB 16 PM 3:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA