

P98000016107

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March 28, 2001

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

Re: **GELATS COMMERCIAL CAPITAL INC.**, a Florida corporation,  
amendment of its articles of incorporation and its restatement  
under the name of **GEORGETOWN MORTGAGE COMPANY**.

Dear Sir/Madam:

Enclosed for filing amongst the records of your Department, please find two (2) originals counterparts of the Amended and Restated Articles of **GELATS COMMERCIAL CAPITAL INC.**, a Florida corporation, amendment of its articles of incorporation and its restatement under the name of **GEORGETOWN MORTGAGE COMPANY**, appreciating that following its filing you order to be returned to the undersigned at your earliest convenience a certified copy thereof in the enclosed duly stamped Priority Mail envelope.

Also enclosed, also, is our check payable to the Department of State in the amount of \$122.50 to cover the following fees:

Filing Fee of Amendment	\$35.00
Filing Restated Articles of Incorporation	35.00
Certified Copy of such Articles	52.50
Total	<u>\$122.50</u>

Do not hesitate to call me, if in doubt.

Sincerely yours,

  
Agustin de Goytisolo

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF GELATS COMMERCIAL CAPITAL INC.,  
AND ITS RESTATEMENT AS GEORGETOWN MORTGAGE COMPANY**

1. The undersigned, respectively the President and Secretary of **Gelats Commercial Capital Inc.**, (the "Corporation"), the articles of incorporation of which were filed with the Florida Department of State (the "Department") on February 18<sup>th</sup>, 1998, effective as to the preceding 15<sup>th</sup> day of the same month, as per action of all the shareholders and directors adopted as of March 1<sup>st</sup>, 2001, by these presents execute, acknowledge and file with such Department the following Amendment and Restated Articles of Incorporation (the "Articles"), as per unanimous action of all its shareholders and directors, for the purpose of continuing to operate this Florida corporation under the Act subject to the following:

**RESOLVED**, that Certificate of Incorporation of this Corporation filed with the Florida Department of State on February 18<sup>th</sup>, 1998 and assigned document number P98000016107, be and it hereby is further amended in toto and that the Corporation hereinafter be governed by these Amended and Restated Articles of Incorporation (the "Articles") under the Florida Business Corporation Act (the "Act"), to wit:

**ARTICLE I - Name**

The name of the Corporation is **GEORGETOWN MORTGAGE COMPANY.**

**ARTICLE II - Principal Office**

The present principal place of business or mailing address of the Corporation shall continue to be located at 1550 Tarragona Drive, Coral Gables FL 33134.

**ARTICLE III - TERM OF EXISTENCE**

The Corporation has 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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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## **ARTICLE V - BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the 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 one (1) director at this time. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The present director(s), who shall hold office until his/her/their respective successor(s) have been elected and qualified is/are:

Name of Director

Directors' Address:

Agustin Gelats de Goytisolo

1550 Tarragona 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 Amended and Restated Articles of Incorporation is Agustín Gelats de Goytisolo, whose address is 1550 Tarragona Drive, Coral Gables FL 33134.


#### **ARTICLE IX - REGISTERED OFFICE AND AGENT**


The street address of the present registered office of the Corporation is 1223 SW Fourth Street, Ste. 207, Miami, Florida 33135-2407 and the name of the initial registered agent of the Corporation, who continues to be such at that address is Agustin de Goytisolo, an attorney, who being familiar with the duties and responsibilities as registered agent of the Corporation, by these presents ratifies his designation as registered agent of the Corporation and executes these presents.

**RESOLVED**, to authorize the president acting with the secretary or assistant secretary to executed subject Amended and Restated Articles of Incorporation for their filing with Florida's Department of State.

2. The foregoing amendment and restatement of the Articles, and all other facts or statements herein, are in full force and effect, and have not been modified, restricted or amended.

**IN WITNESS WHEREOF**, the undersigned has caused these presents to be acknowledged, signed and sealed in the City of Miami, Florida on the 28<sup>th</sup> day of March, 2001.

  
\_\_\_\_\_  
Agustin Gelats de Goytisolo  
President

  
Agustin de Goytisolo  
Secretary

STATE OF FLORIDA           )  
  ) ss  
COUNTY OF MIAMI-DADE   )

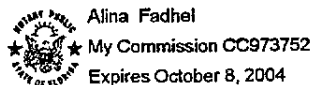
**ACKNOWLEDGED, SIGNED AND SWORN** before me, a Notary Public, by the persons herein above expressed, who I know and have the capacities aforesaid, on the place and date mentioned above.

  
Notary Public

Printed name of notary:

Commission number:

My commission expires:



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