

P98000016107

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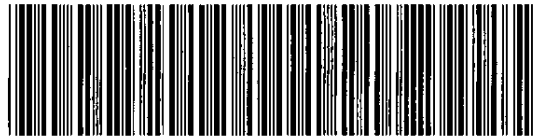
(Business Entity Name)

(Document Number)

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B. KOHR

JUN 19 2009

EXAMINER

FILED
09 JUN -2 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGUSTIN DE GOYTISOLO, P.A.

ATTORNEY AT LAW & CIVIL LAW NOTARY

POST OFFICE BOX 348038
CORAL GABLES, FLORIDA 33234-8038

TELEPHONE/TELEFAX
305.443.0132

RESIDENCE:
600 BILTMORE WAY, APT. 1205
CORAL GABLES, FLORIDA 33134-7534

E-MAIL
esdeley@att.net
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 1st, 2009

Division of Corporations of Florida,
Att. Buck Kohr
Post Office Box 6327
Tallahassee FL 32314.6327

Re: Georgetown Mortgage Company

Dear Buck:

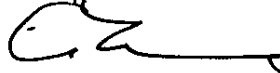
Following your recent letter, enclosed herewith are the following:

1. Two executed counterparts of the Amended & Restated Articles of Incorporation of subject Florida corporation changing same by adopting the name of Georgetown Capital Group Inc.
2. Our check in the amount of \$ 87.50 covering the applicable fees under section 607.0122, Florida Statutes; and
3. A duly stamped return receipt envelope.

As registered agent of Georgetown Capital Group LLC, dissolved as per declaration of our Florida governor for failing to pay the 2008 annual report dues, this reiterates that such Florida limited liability company, to the best of my knowledge and understanding, has no intention in reinstating its Article of Organization.

Appreciating very much your assistance and advice, with services I have no idea how to appreciate.

With best personal regards, and repeated thanks for your superior assistance, I remain sincerely yours in Xto.



Agustin de Goytisolo

Enc. (3)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The undersigned, respectively the President and Secretary of Georgetown Mortgage Company, organized as Gelats Commercial Capital Inc. under articles of incorporation of which were filed with the Florida Department of State (the "Department") on February 18th, 1998, effective as to the preceding 15th day of the same month, subsequent named as indicated above and reinstated on May 11th, 2009, as per action of all the shareholders and directors adopted as of June 1st, 2009, 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 18th, 1998 and assigned document number P98000016107, be and it hereby is again 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 shall be **GEORGETOWN CAPITAL GROUP INC.**

ARTICLE II - Principal Office

The present principal place of business or mailing address of the Corporation shall be located at 8755 School House Road, Miami FL 33143.

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.

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,
President-Treasurer

8755 School House Road, Miami FL 33143

Sylvia J.C. de Goytisolo,
Vice President & Assistant Secretary

8755 School House Road, Miami FL 33143, and

Agustin de Goytisolo
Secretary

600 Biltmore Way, Ste. 1205, 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 - ARTICLE SUBSCRIBERS

The subscribers to these Amended and Restated Articles of Incorporation are Agustín Gelats de Goytisoló and Agustín de Goytisoló, respectively the President and Secretary of this Corporation, whose addresses are expressed above.


ARTICLE IX - REGISTERED OFFICE AND AGENT

The current street address of the present registered office of the Corporation is 600 Biltmore Way, # 1205, Coral Gables FL 33134 and the name of the initial registered agent of the Corporation, who continues to be such at that address is Agustín de Goytisoló, 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 execute 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 first (1st.) day of June, A.D. 2009.



Agustín Gelats de Goytisoló
President



Agustín de Goytisoló
Secretary

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