EXHIBIT G

FILED
in the Office of the
Secretary of State of Texas

MAR 06 1998

Corporations Section

ARTICLES OF INCORPORATION OF MEXICAN HOTELS CORP.

The undersigned natural person acting as an incorporator of a corporation under the Texas Business Corporation Act hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Mexican Hotels Corp.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE IV

The total number of shares of all classes of capital stock which the corporation is authorized to issue is one million (1,000,000) shares of common stock, par value $.001 dollars per share (the "Common Stock").

The holders of shares of Common Stock shall be entitled to receive, when, as, and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, capital stock, or otherwise.

ARTICLE V

The right of a shareholder referred to in Article 2.22-1 of the Texas Business Corporation Act, to exercise a preemptive right to acquire additional, unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of the corporation is hereby denied.

ARTICLE VI

The corporation will not commence business until it has received for the issuance of its shares of capital stock consideration of a value not less than One Thousand Dollars ($1,000.00).

ARTICLE VII

Without limiting the power of the shareholders of the corporation to amend or repeal the corporation's bylaws or to adopt new bylaws, the Board of Directors shall have the power to amend or repeal the corporation's bylaws and to adopt new bylaws.

ARTICLE VIII

The address of the corporation's registered office is CT Corporation System, 811 Dallas, Houston, Texas 77002. The name of its initial registered agent at such address is Sally Seraj.

ARTICLE IX

The initial board of directors shall consist of four (4) persons whose names and addresses are as follows:

Guillermo de la Parra Loya
Ave. Cuauhtemoc 1202, 2° Piso, Colonia Narvarte
Mexico D.F. 03600
Mexico

Manelik de la Parra Vargas
Ave. Cuauhtemoc 1202, 2° Piso, Colonia Narvarte
Mexico D.F. 03600
Mexico

Cristal de Lourdes de la Parra Vargas
Ave. Cuauhtemoc 1202, 2° Piso, Colonia Narvarte
Mexico D.F. 03600
Mexico

Roberto Tonatiuh de la Parra Vargas
Ave. Cuauhtemoc 1202, 2° Piso, Colonia Narvarte
Mexico D.F. 03600
Mexico

ARTICLE X

To the fullest extent provided by the Texas Business Corporation Act or other applicable laws as presently or hereafter in effect, no director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that the director is found to be liable for: (1) a breach of the director's duty of loyalty to the corporation or its shareholders; (2) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of the law; or (3) an act or omission for which the liability of a director is expressly provided for in an applicable statute.

ARTICLE XI

The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by the Texas Business Corporation Act or any other applicable laws as presently

or hereafter in effect. The repeal or modification of this Article shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ARTICLE XII

The corporation reserves the right to amend, alter, change or appeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XIII

Any action required by the Texas Business Corporation Act to be taken at any annual or special meeting of the shareholders, or any action which may be taken at any annual or special meeting of the shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having no less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XIV

The name and address of the incorporator is as follows:

Carlos A. Ryerson
Adams and Reese, L.L.P.
1221 McKinney, Suite 4400
Houston, Texas 77010

IN WITNESS WHEREOF, I have hereunto set my hand on this 5th day of March, 1998.

Carlos A. Ryerson

The State of Texas

Secretary of State

MAR. 6, 1998

STEPHEN RIMES (ADAMS & REESE)
1221 MCKINNEY, 4400 ONE HOUSTON CENTER
HOUSTON ,TX 77010

RE:
MEXICAN HOTELS CORP.

CHARTER NUMBER 01481496-00

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,

Alberto R. Gonzales, Secretary of State

The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

MEXICAN HOTELS CORP.
CHARTER NUMBER 01481496

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED MAR. 6, 1998

EFFECTIVE MAR. 6, 1998

Alberto R. Gonzales, Secretary of State