

# Guzman & Company

701 Brickell Avenue  
Eleventh Floor  
Miami, Florida 33131

**P95 0000 3166 2**

Telephone: (305) 374-3600  
Teletypewriter: (305) 374-0731  
Facsimile: (800) 642-7638

April 17, 1995

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*122.50 \*\*\*\*122.50

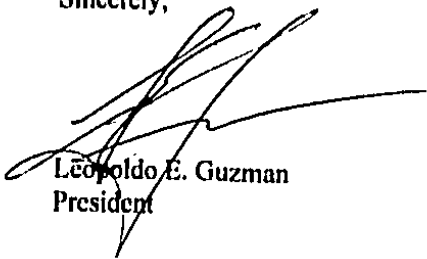
Dear Sirs:

Attached please find the articles of incorporation of Guzman Execution Services, Inc. and a check for \$122.50 to cover incorporation fees. Please return the appropriate certification as soon as possible to the following address:

Mr. Leo Guzman  
Guzman & Company  
701 Brickell Avenue  
11th Floor  
Miami, FL 33131

Thank you for your help.

Sincerely,



Leopoldo E. Guzman  
President

Enclosures

*5025*

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
APR 19 1995  
PM 1:39

ARTICLES OF INCORPORATION  
OF  
GUZMAN EXECUTION SERVICES, INC.

I, the undersigned incorporator hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I** \_\_\_\_\_ **NAME**

The name of this corporation shall be: Guzman Execution Services, Inc.

**ARTICLE II** \_\_\_\_\_ **NATURE OF THE BUSINESS**

The general purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III** \_\_\_\_\_ **AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue the following stock issue:

**20,000 shares of Common Stock having a par value of \$1.00 per share.**

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV** \_\_\_\_\_ **TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V** \_\_\_\_\_ **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation in the State of Florida shall be:

701 Brickell Avenue  
Eleventh Floor  
Miami, Florida 33131

The name of the initial registered agent of the corporation at that address shall be:

Leopoldo E. Guzman

CORPORATE  
RECORDS  
SECTION  
MAY 15 1981

**ARTICLE VI \_\_\_\_\_ BOARD OF DIRECTORS**

The powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in by the Bylaws of the Corporation.

**ARTICLE VII \_\_\_\_\_ DIRECTORS' NAMES AND ADDRESSES**

The names and street addresses of the members of the first board of director, who shall hold office until their successors have been duly elected or appointed and have qualified, are as follows:

Leopoldo E. Guzman  
5825 Maynada  
Coral Gables, Florida 33146

Susan C. Guzman  
5825 Maynada  
Coral Gables, Florida 33146

**ARTICLE VIII \_\_\_\_\_ INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Leopoldo E. Guzman  
5825 Maynada  
Coral Gables, Florida 33146


**ARTICLE IX \_\_\_\_\_ SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting, and regulating the powers of the corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any member, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.

IN WITNESS THEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida for the uses and purposes aforesaid, this 14th day of April, 1995.

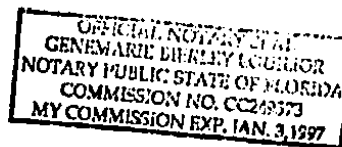
  
\_\_\_\_\_  
Leopoldo E. Guzman

STATE OF FLORIDA )  
                                  )  
COUNTY OF DADE )

Before me personally appeared Leopoldo E. Guzman to me well known to be the person described in and who executed the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

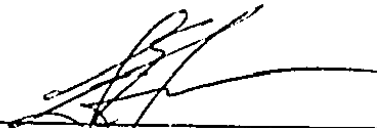
IN WITNESS THEREOF, I have hereunto set my hand and official seal at Miami, Florida, this 14th day of April, 1995.

  
\_\_\_\_\_  
Genemarie Bierley Equilibr, Notary Public

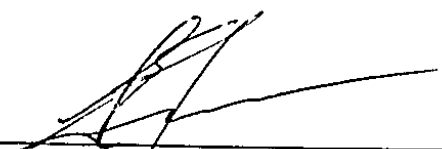


**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Guzman Execution Services, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its principal office as indicated therein at 701 Brickell Avenue, Eleventh Floor, Miami, Florida 33131 has named Leopoldo E. Guzman located thereat as its registered agent to accept service of process within this state.

  
\_\_\_\_\_  
Leopoldo E. Guzman  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein. I hereby accept to act this capacity and agree to comply with the laws of Florida applicable thereto.

  
\_\_\_\_\_  
Leopoldo E. Guzman  
Registered Agent

SEP 19 PM 1:39