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THE UNITED STATES  
CORPORATION  
COMPANY

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00 FEB -7 AM 8:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 579124 7204388

AUTHORIZATION :

*Patricia Pizote*

COST LIMIT : \$ 70.00

ORDER DATE : February 7, 2000

ORDER TIME : 3:45 PM

ORDER NO. : 579124-005

CUSTOMER NO: 7204388

CUSTOMER: Mr. Jorge Ramos  
JORGE RAMOS  
JORGE RAMOS  
4225 W. 16 Ave.

100003126811-2

Hialeah, FL 33012

DOMESTIC FILING

NAME: GUANABO INVESTMENT INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:       

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

*PH 2/8/2000*

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00 FEB -7 PM 4:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

FILED  
00 FEB -7 AM 8: 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned as incorporator, and those of the corporation are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:  
GUANABO INVESTMENT INC.

The principal office address is:  
931 SW 82 AVE  
MIAMI, FL 33144

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee, or agent of the corporation to the full extent as permitted by Florida Statute S607.014,

ARTICLE IV

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The aggregate number of shares which the corporation shall have authority to issue is the total sum of -----1,000-----shares, having an individual par value of no par value.

Unless otherwise stated in these articles or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

PEDRO FERNANDEZ  
931 SW 82 AVE  
MIAMI, FL 33144

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation:

  
\_\_\_\_\_  
PEDRO FERNANDEZ

ARTICLE VI

The initial Board of Directors shall consist of a total of Two (2) person(s) and the name and address of the person(s) who is (are) to serve as an initial director(s) is (are):

PRESIDENT:

PEDRO FERNANDEZ  
931 SW 82 AVE  
MIAMI, FL 33144

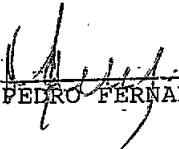
VICE PRESIDENT:

PEDRO FERNANDEZ  
931 SW 82 AVE  
MIAMI, FL 33144

SECRETARY/TREASURER:

The name and address of the incorporator executing these Articles of Corporation is: PEDRO FERNANDEZ  
931 SW 82 AVE  
MIAMI, FL 33144

IN WITNESS WHEREOF, the undersigned incorporator has(ve) executed these Articles of Incorporation this 1 day of FEBRUARY 2000.

  
\_\_\_\_\_  
PEDRO FERNANDEZ

STATE OF FLORIDA )

)

COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared PEDRO FERNANDEZ known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 1 day of FEBRUARY, 19 2000

  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE.

