

PO0000059528
BOGUE ASSOCIATES
ACCOUNTING, CONSULTING AND TAXES
Division of Bogues International Incorporated

Andree M. Bogues, Independent Public Accountant
3694 23rd Avenue South, Suite 2, Lake Worth
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23 April 2001

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

Regarding: Corporate entity: GUATE-MEX, INC.
Charter Number: P00 0000 59528

Dear Sir/Madam:

Please find enclosed "Articles of Restatement and Amendment" in duplicate, prepared for the above noted Corporation, for due process of registration with your offices.

The appropriate fees of \$43.75 are attached, covering filing and certified copies.

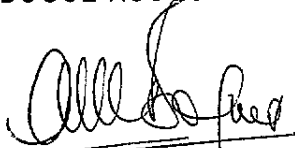
We appreciate your expediting the enclosed and respectfully request return of the certificate and certified copies of Articles directly to us on behalf of our client.

Should you have any questions or require any further information in the above regard, please do not hesitate to call us for clarification.

Thanking you in advance for your kind attention.

Sincerely,

BOGUE ASSOCIATES


Andree M. Bogues
for the Firm

Amended & Restated art.

:Enclosures

V. SHEPARD MAY 7 2001

MAILING ADDRESS: P. O. BOX 5358, LAKE WORTH, FLORIDA 33466-5358

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 26 PM 2:43

ARTICLES OF RESTATEMENT
AND AMENDMENT

OF

GUATE-MEX, INC.

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DIVISION OF CORPORATIONS
01 APR 26 PM 2:43

The Undersigned Director,

as Chairman of the Corporation's Board of Directors and under unanimous shareholder approval,
herein adopts the following
Articles of Restatement and Amendment, as provided under the Florida General Corporation Act:

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Article One = Name

The name of the corporation is: *GUATE-MEX, INC.*

Article Two = Duration

The term of existence of this Corporate Charter shall be perpetual and commenced effective on the *fourteenth* day of the month of *June*, in the year *Two Thousand*.

Article Three = Purpose

The purpose for which this Corporation is organized is to engage in and transact any and all lawful business for which corporations may be permitted under the laws of the State of Florida and in all other States and Countries.

Article Four = Capital Stock

There shall be only one class of stock.

The maximum number of shares of authorized capital stock of this Corporation shall be One Thousand, (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the pre-emptive right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article Five = Principal Office

The current street address of the principal office of this Corporation:
4311 Broadway, West Palm Beach, Florida 33407-3801

Article Six = Registered Office

The current street address of the registered office of this Corporation:
4311 Broadway
West Palm Beach, Florida 33407-3801
and the name of the registered agent at that address is: Jose O. Parra

Article Seven = Directors

The Board of Directors of this Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws as adopted by the shareholders, but shall never be less than one (1).

The initial directors of the Board were: Jose O. Parra and Juan Jose Mendez.

Following Mr. Mendez' resignation, Mr. Parra remains as director and Chairman of the Board.

Jose O. Parra
6311 Pinestead Drive, #511, Lake Worth, Florida 33463

Article Eight = Incorporator

The name and address of the Incorporator signing the original Articles of Incorporation as well as these Articles of Restatement and Amendment is:

Jose O. Parra, 6311 Pinestead Drive, # 511, Lake Worth, Florida 33463

IN WITNESS WHEREOF

I have subscribed my name this 23rd day of the month of April, A.D., 2001.


Jose O. Parra Chairman of the Board

SUBSCRIBED TO BEFORE ME, this 23rd day of the month of April A.D., 2001.


Witness