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FLORIDA PROFIT CORPORATION OR P.A.

J.C. GUTIEREZ & ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	$78.75

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ARTICLES OF INCORPORATION

OF

J.C. GUTIERREZ & ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is J.C. GUTIERREZ & ASSOCIATES, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of this corporation shall be:

P.O BOX 163409
MIAMI, FLORIDA 33116-3409

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ARTICLE III. PURPOSE

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE IV- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of $1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3211 Ponce de Leon Boulevard, Suite 201, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address if MONTOYA ALVAREZ & FERNANDEZ, P.I., a Florida Corporation

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first

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annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Director is:

1. Juan Carlos Gutierrez - Director
   P.O. Box 163409
   Miami, Florida 33116-3409

The name and address of the initial officers:

1. Juan Carlos Gutierrez - President
   P.O. Box 163409
   Miami, Florida 33116-3409

2. Carlos Antonio Gutierrez - Vice-President
   P.O. Box 163409
   Miami, Florida 33116-3409

3. Carmen Olivia Gutierrez - Secretary/Treasurer
   P.O. Box 163409
   Miami, Florida 33116-3409

ARTICLE VII. INCORPORATOR

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

MONTOYA ALVAREZ & FERNANDEZ, P.L.
3211 Ponce De Leon Boulevard
Suite 201
Miami, Florida 33134

ARTICLE VIII. PRE-EMPTIVE RIGHTS

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

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any Officers or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock

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entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 12/1/00

MONTOYA ALVAREZ & FERNANDEZ, P.L.
By Alexander Alvarez,

Incorporator

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

J.C. GUTIERREZ & ASSOCIATES, INC., is a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at **3211 Ponce de Leon Boulevard, Suite 201, Coral Gables, Florida 33134** has named Montoya ALVAREZ & FERNANDEZ, P.L. as its agent to accept service of process within this state.

ACCEPTANCE

I agree as Resident Agent of **J.C. GUITIERREZ & ASSOCIATES, INC.,** to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY: ______________________
Agent's signature

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