

GUZMAN & COMPANY

1200 Brickell Avenue
Fourteenth Floor
Miami, FL 33131

Members of the New York Stock Exchange
and Other Principal Exchanges

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P010000012492
January 31, 2001

Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

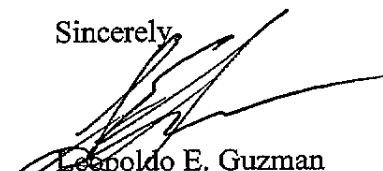
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01 FEB - 1 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Guzman Investment Advisors, Inc

Gentlemen:

Attached please find the articles of incorporation of the above named corporation and our check for \$87.50 to cover expenses including two certified copies.

Sincerely,


Leopoldo E. Guzman
President

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-02/01/01-01041--008
*****87.50 *****87.50

Enclosures Articles of Incorporation dated January 31, 2001
Designation and Acceptance of Registered Agent

10-2-01

ARTICLES OF INCORPORATION
OF
GUZMAN INVESTMENT ADVISORS, 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 Investment Advisors, 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:

200,000 shares of Common Stock having a par value of \$0.01 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:

Also principal office.

c/o Guzman & Company
1200 Brickell Avenue
Fourteenth Floor
Miami, Florida 33131

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

Leopoldo E. Guzman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

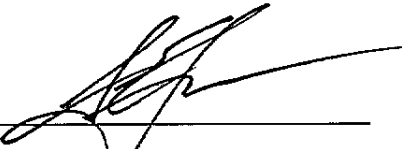
ARTICLE IX **SPECIAL PROVISIONS**

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 31st day of January, 2001.

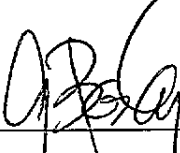


Leopoldo E. Guzman

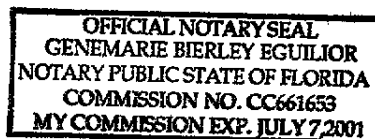
STATE OF FLORIDA)
)
COUNTY OF DADE)

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 31st day of January, 2001.




Genemarie Bierley Egulior, Notary Public



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT


FILED
01 FEB -1 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Guzman Investment Advisors, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1200 Brickell Avenue, Fourteenth 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