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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**GLOBAL INVESTMENTS CORP.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 2, 2001

RASCO REININGER & PEREZ

SUBJECT: GLOBAL INVESTMENTS CORP.
REF: W01000017929.

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The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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Audit No.:

**ARTICLES OF INCORPORATION
OF
GPS HOLDINGS CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of GPS HOLDINGS CORP., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

GPS HOLDINGS CORP.

and the principal place of business is:

8180 N.W. 36 Street
Suite 325
Miami, Florida 33166

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

Audit No.:
This instrument prepared by:
Rasco, Reininger & Perez P.A.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100

Audit No.:

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 283 Catalonia Avenue, 2nd Floor, Coral Gables, FL 33134 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

Audit No.:
This instrument prepared by:
Rasco, Reininger & Perez P.A.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100

Audit No.:

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of each of the initial director is:

Juan Carlos Hoyos
8180 N.W. 36 Street
Suite 325
Miami, Florida 33166

Francisco Cartagena
8180 N.W. 36 Street
Suite 325
Miami, Florida 33166

Graciela Lozano
8180 N.W. 36 Street
Suite 325
Miami, Florida 33166

Jaime Ernesto Castilla
8180 N.W. 36 Street
Suite 325
Miami, Florida 33166

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Salomon B. Esquenazi, Esq.
Rasco, Reininger & Perez, P.A.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134

Audit No.:
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Rasco, Reininger & Perez P.A.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100

Audit No.:

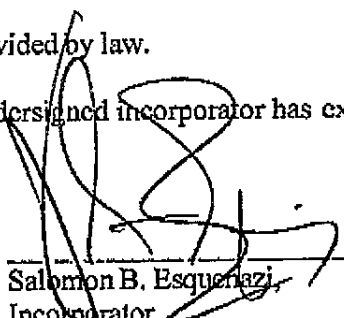
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6 day of August, 2001.



Salomon B. Esquenazi,
Incorporator

Audit No.:
This instrument prepared by:
Rasco, Reininger & Perez P.A.
283 Catalonia Avenue
2nd Floor
Coral Gables, Florida 33134
Telephone (305) 476-7100

Audit No.:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent form GPS HOLDINGS CORP. in the foregoing Articles of Incorporation, we, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.

BY: _____

Salomon B. Esquenazi,
Asst. Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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