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ARVESU URDANETA CALZADILLA & PÉREZ-BURELLI
AN INTERNATIONAL LAW FIRM

MANUEL M. ARVESÚ
JUAN VICENTE URDANETA*

EDUARDO A. EXPOSITO

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MARCELL FELIPE

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ADOLFO A. CALZADILLA**
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WESTON, FLORIDA 33326
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November 5, 2001

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-11/08/01-01030-007
*****18.75 *****18.75

Re: *Name of Corporation:* *Guaguis Inc.*

Dear Sir/Madam:

Enclosed please find two originals of the Articles of Incorporation for *Guaguis Inc.* for filing and a check in the amount of \$ 78.75 payable to the Secretary of State to cover the following:

Filing Fee	\$ 35.00
Designation of Register Agent	\$ 35.00
Certified Copy	\$ 8.75
TOTAL:	\$ 78.75

Once filed, kindly mail a certified copy of the Articles of Incorporation to our office and fax us a copy of the same.

If you have any questions, do not hesitate to contact the undersigned.

Sincerely,
ARVESU URDANETA
CALZADILLA & PÉREZ-BURELLI

Isis T. Alonzo
Legal Assistant

/ita
Enclosures

E:\SotoHay\PatoyoUSA\Letters\DeptStat-I

ARTICLES OF INCORPORATION
OF
GUAGUIS INC.

FILED
01 NOV -8 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/05/01

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is **GUAGUIS INC.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be c/o ARVESÚ URDANETA CALZADILLA & PÉREZ-BURELLI, 888 Brickell Avenue, 5th Floor, Miami, Florida 33131.

ARTICLE III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after

they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Authorized Shares

(a) **Number.** The Corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of \$1.00 each.

(b) **Preemptive Rights.** Shareholders shall have preemptive rights.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is JUAN VICENTE URDANETA.

ARTICLE VII - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have **one (1)** director initially. The number of directors may

thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first member of the board of directors are:

Name:

Laura Barrenechea de Caraza

Address:

888 Brickell Avenue, 5th Floor,
Miami, Florida 33131

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - Incorporator

The name and address of the subscriber to these Articles are:

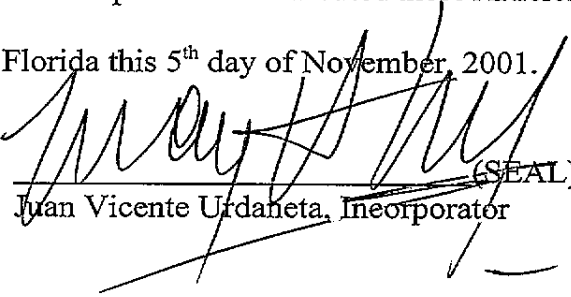
Name:

JUAN VICENTE URDANETA

Address:

888 Brickell Avenue, 5th Floor
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 5th day of November, 2001.



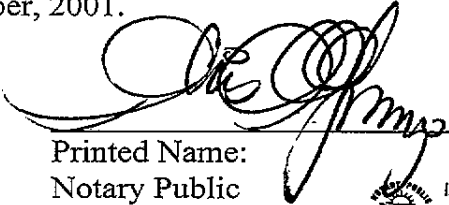
Juan Vicente Urdaneta, Incorporator

(SEAL)

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared JUAN VICENTE URDANETA, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami-Dade County, Florida this 5th day of November, 2001.

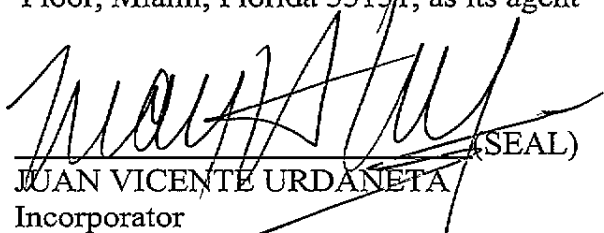


Printed Name:
Notary Public
My Commission Expires  Ibis T Alonzo
★ My Commission CC924862
Expires April 03, 2004

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

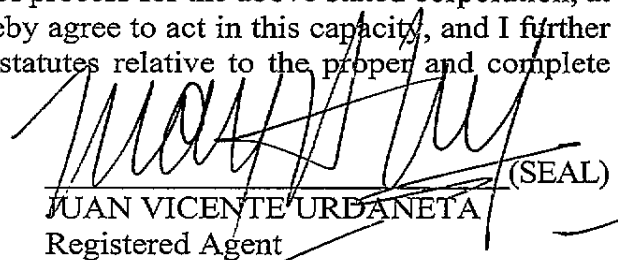
In compliance with Section 48.091, Florida Statutes, the following is submitted:

GUAGUIS INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Juan Vicente Urdaneta, located at 888 Brickell Avenue, 5th Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.


(SEAL)
JUAN VICENTE URDANETA
Incorporator

Dated: November 5, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


(SEAL)
JUAN VICENTE URDANETA
Registered Agent

Dated: November 5, 2001

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01 NOV - 8 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED