

PO1000107792

ARVESÚ URDANETA CALZADILLA & PÉREZ-BURELLI

AN INTERNATIONAL LAW FIRM

MANUEL M. ARVESÚ
JUAN VICENTE URDANETA*

EDUARDO A. EXPOSITO

OF COUNSEL:
GEORGE T. RAMANI, P.A.
IVAN A. GÓMEZ, P.A.†
JOEL M. NAGEL‡
MARCELL FELIPE

VENEZUELA OFFICE:
ERNESTO ESTEVEZ LEÓN**
IGNACIO BERRIZBEITIA LÓPEZ**
WERNER HAMM ABREU**
ADOLFO A. CALZADILLA**
PEDRO LUIS PÉREZ-BURELLI**
RAMON A. LAFFEE**

BRICKELL OFFICE:
888 BRICKELL AVENUE
FIFTH FLOOR
MIAMI, FLORIDA 33131
TEL (305) 358-0028
FAX (305) 358-4277

CORAL GABLES OFFICE:
201 ALHAMBRA CIRCLE, SUITE 502
CORAL GABLES, FLORIDA 33134
TEL (305) 442-2558
FAX (305) 442-9882

WESTON OFFICE:
1290 WESTON ROAD, SUITE 210
WESTON, FLORIDA 33326
TEL (954) 659-2478
FAX (954) 659-2478

*FOREIGN LEGAL CONSULTANT NOT
ADMITTED TO PRACTICE LAW IN FLORIDA
†CERTIFIED TAX ATTORNEY
‡ADMITTED ONLY IN PENNSYLVANIA
**ADMITTED ONLY IN VENEZUELA

March 18, 2002

800005140158--8
-03/22/02--01004--003
*****43.75 *****43.75

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

Re: Guaguis Inc.

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed for filing please find *Articles of Amendment to Articles of Incorporation*, along with a check in the amount of \$43.75 to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	<u>8.75</u>
Total	\$ 43.75

Please return the certified copy to us at the above address. Should you have any questions concerning this filing, please feel free to contact our office.

Sincerely,
ARVESÚ URDANETA CALZADILLA
& PÉREZ-BURELLI

Ibis T. Alonzo
Legal Assistant

/ita
Encls.

E:\SotoHay\GuaguisInc\Letters\DeptStat-2

CORRESPONDENT FIRMS IN NORTH, SOUTH AND CENTRAL AMERICA, EUROPE, AFRICA AND ASIA
AFFILIATES IN CARACAS, MARACAIBO, VALENCIA, BARCELONA AND PORTLAMAR, VENEZUELA

FILED
02 MAR 21 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS
3/26/02
Amend

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
GUAGUIS, INC.**

FILED
02 MAR 21 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole incorporator of **GUAGUIS, INC.**, a Florida corporation, does hereby certify as follows:

1. The name of this corporation is **GUAGUIS, INC.**
2. Article VII of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE VII – Directors

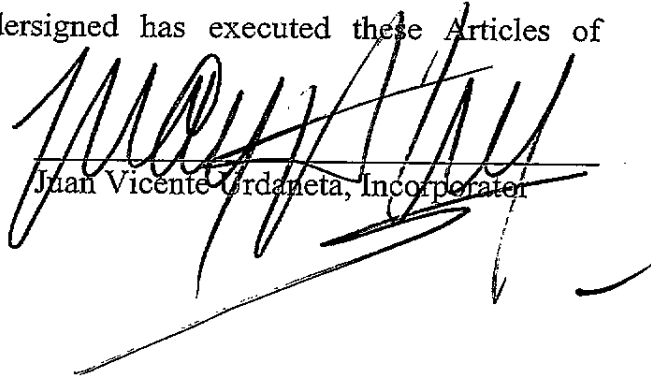
All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have **three (3)** directors. The number of directors may thereafter be increased or decreased from 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:

<u>Name:</u>	<u>Address:</u>
Laura Barrenechea De Caraza	888 Brickell Avenue, 5 th Floor Miami, Florida 33131
Laura Caraza Campos	888 Brickell Avenue, 5 th Floor Miami, Florida 33131
Carmen Caraza Campos	888 Brickell Avenue, 5 th Floor Miami, Florida 33131

3. This amendment was adopted by the sole incorporator of this corporation on November 11, 2001 before the issuance of shares. Pursuant to Section 607.1005 of the Florida Statutes, no shareholder action is required.

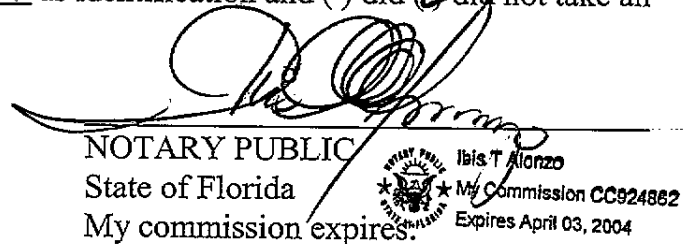

4. This amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 18th day of March, 2002.


Juan Vicente Urdaneta, Incorporator

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

The foregoing instrument was sworn to, subscribed and acknowledged before me this 18th day of March, 2002, by JUAN VICENTE URDANETA, as Incorporator of **GUAGUIS INC.**, a Florida corporation on behalf of the corporation, who is personally known to me or has produced _____ as identification and () did (☒) did not take an oath.


NOTARY PUBLIC
State of Florida
My commission expires.  Ibis T. Alonzo
My Commission CC924862
Expires April 03, 2004