

P09000061634

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

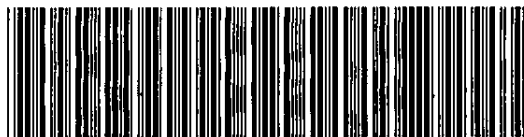
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200158545062

07/20/09--01033--011 **157.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUL 20 P 3:59

FILED

LAW OFFICES
**WICKER, SMITH, O'HARA
McCoy & Ford, P.A.**

2900 S.W. 28TH TERRACE, 5TH FLOOR

MIAMI, FLORIDA 33133

(305) 448-3939

FAX (305) 441-1745

WWW.WICKERSMITH.COM

FORT LAUDERDALE

(954) 847-4800

WEST PALM BEACH

(561) 689-3800

ORLANDO

(407) 843-3939

TAMPA

(813) 222-3939

NAPLES

(239) 430-1120

JACKSONVILLE

(904) 355-0225

July 15, 2009

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: The Guayacan Group, Inc.
Viva Luz, Inc.
Our File No.: 60399-2

Dear Sir or Madam:

I enclose herewith the following:

1. Original executed and notarized Articles of Incorporation for The Guayacan Group, Inc.;
2. Original executed and notarized Articles of Incorporation for Viva Luz, Inc.; and
3. Check payable to the Florida Department of State in the amount of \$157.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return to the undersigned a certified copy of each of the Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Florida Department of State
July 15, 2009
Page 2

Filing Fees	\$70.00
Registered Agent Fees	70.00
Certified Copy Fees	<u>17.50</u>
Total	<u>\$157.50</u>

If you have any questions, please call me. Thank you for your attention to this matter.

Very truly yours,



Nicholas E. Christin

NEC/kfp
Enclosures

ARTICLES OF INCORPORATION
OF
THE GUAYACAN GROUP, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

THE GUAYACAN GROUP, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

Doral Chase
10051 N.W. 43rd Terrace
Doral, FL 33178

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) Consulting services.

FILED
2009 JUL 20 P 4: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 1,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

ADDRESS

Rodolfo J. Paiz

Doral Chase
10051 N.W. 43rd Terrace
Doral, FL 33178

Daniela M. Paiz

Doral Chase
10051 N.W. 43rd Terrace
Doral, FL 33178

Luisa C. Cardona

Doral Chase
10051 N.W. 43rd Terrace
Doral, FL 33178

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, THE GUAYACAN GROUP, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2900 S.W. 28th Terrace, 5th Floor, Miami, Miami-Dade County, Florida, and has named Nicholas E. Christin as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBER

The name and residence address of the Subscribers to these Articles of Incorporation is as follows:

NAME

ADDRESS

Nicholas E. Christin

2900 S.W. 28th Terrace, 5th Floor
Miami, FL 33133

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

WITNESS my hand and seal this 15th day of July, 2009.

 (SEAL)
NICHOLAS E. CHRISTIN

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

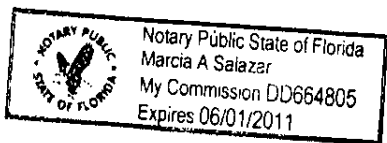
BEFORE ME, the undersigned authority, personally appeared NICHOLAS E. CHRISTIN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 15th day of July, 2009.

Maureen A. Salazar

Notary Public, State of Florida at Large

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for THE GUAYACAN GROUP, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

 (SEAL)
NICHOLAS E. CHRISTIN
Registered Agent

FILED
2009 JUL 20 P 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA