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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 311-
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

(((H95000006837))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GUIMART, INC.

FAX AUDIT NUMBER: H95000006837

DATE REQUESTED: 06/20/1995

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JUN-20-1995 15:21 FROM EMPIRE

TO DIV CORP ELT FI P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

June 20, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: GUIMART, INC.
REF: W95000012585

We have received your document for GUIMART, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please complete Article(s) VI.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W95000006837
Letter Number: 395A00030265

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

⑦

ARTICLES OF INCORPORATION
OF

FILED
95 JUN 20 PM 6:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The Name of the Corporation is GUIMART, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Michael A. Bander
444 BRICKELL AVE. #300
Miami, FL 33131
(305) 358-5800
FL BAR NO. 17-196-7

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1.000 shares with par value of \$1.00.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is 641 N.W. 12th Avenue
Miami, Florida 33136

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ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, Register Agent Services Corporation;

444 Brickell Ave. Suite 300, Miami, Florida 33131.

ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME

Guillermo Giraldo

President

Martha Giraldo

Vice-President

Carlos Velez

Treasure

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ARTICLE IX.

INCORPORATOR

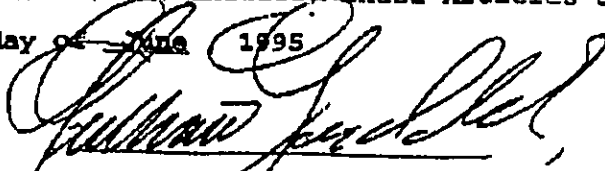
The name and address of the incorporator is: 444 Brickell Ave. Suite 300, Miami, Florida 33131.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 2th day of June 1995



Guillermo Giraldo
President

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STATE OF FLORIDA)

COUNTY OF DADE)

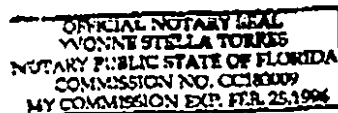
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared before me Guillermo Giraldo known to me to be the person described herein as the Incorporator, and who executed the foregoing Articles of Incorporation, and she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 1TH day of June 1995

Stella Torres

NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION

REGISTER AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
2. The name and address of the Registered Agent and office is:
Register Agent Services Corporation
444 Brickell Av. Suite 300; Miami, FL 33331.
Phone: (305) 358-5800

SIGNATURE :



Register Agent Services Corporation

By: Michael A. Bander,
President

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TALLAHASSEE, FLORIDA

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