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TO: DIVISION OF CORPORATIONS

FROM: RICARDO MARTINEZ-CID, P.A.

DEPARTMENT OF STATE

1699 CORAL WAY

STATE OF FLORIDA

SUITE 510

409 EAST GAINES STREET

MIAMI FL 33145-

TALLAHASSEE, FL 32399

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((H96000010576)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GUSLOUISE INVESTMENTS INCORPORATED

FAX AUDIT NUMBER: H96000010576

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/31/1996

TIME REQUESTED: 10:34:56

CERTIFIED COPIES: 1

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TALLAHASSEE, FLORIDA

[Handwritten signature]
7/31

DIVISION OF CORPORATIONS

96 JUL 31 AM 11:24

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H 96 000010576

ARTICLES OF INCORPORATION
GUSLOUISE INVESTMENTS INCORPORATED

Article I - Name

The name of this corporation is GUSLOUISE INVESTMENTS INCORPORATED.

Article II - Purpose

This corporation is organized to invest in the South Florida real estate market, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 8932 S.W. 40 Street, Miami, Florida 33165.

The name of the initial Registered Agent of this corporation is GUSTAVO LLANOS of 8932 S.W. 40 Street, Miami, Florida 33165.

Article VI - Initial Board of Directors and Officers

This corporation shall have three (3) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are CRISTINA M. LLANOS and GUSTAVO LLANOS of 8932 S.W. 40 Street, Miami, Florida 33165, who will also serve as respectively vice-president/secretary, and president/treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H 96 000010576

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H96000010576Article VII - Incorporator

The name and address of the person signing these Articles is GUSTAVO LLANOS, of 8932 S.W. 40 Street, Miami, Florida 33165.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on July 31, 1996.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders. Provided, however that any decision substantially affecting corporate assets shall require the approval of no less than sixty seven (67%) per cent of all stockholders.

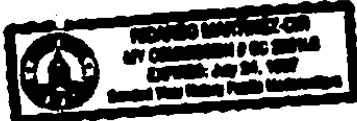
IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporation, this July 31, 1996.


GUSTAVO LLANOS

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared GUSTAVO LLANOS, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, we have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this July 31, 1996.




/ Notary Public
State of Florida at Large

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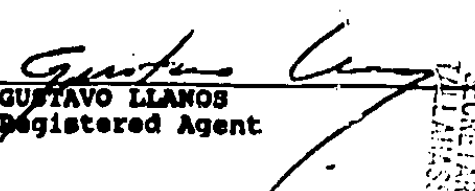
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That GUSLOUISE INVESTMENTS INCORPORATED, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named GUSTAVO LLANOS, located at 8932 S.W. 40 Street, Miami, Florida 33165, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of GUSLOUISE INVESTMENTS INCORPORATED to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this July 31, 1996.


GUSTAVO LLANOS
Registered Agent

FILED
JUL 31 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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