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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SALAZAR GUTIERREZ INTERNATIONAL CORP.
AUDIT NUMBER.....H96000012803
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION OF
SALAZAR GUTIERREZ INTERNATIONAL CORP.

H96000012803

ARTICLE I NAME

The name of this corporation is SALAZAR GUTIERREZ INTERNATIONAL CORP.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

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

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 9970 N.W. 28th Terrace, Miami, Dade County, Florida 33172. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

PREPARED BY:
SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

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ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have six (6) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Filomena Castro Herrera President	9970 N.W. 28th Terrace Miami, FL 33172
Mario Elmer Gutierrez Vice President	9970 N.W. 28th Terrace Miami, FL 33172
Marlon R. Gutierrez Secretary	9970 N.W. 28th Terrace Miami, FL 33172
Ronald Omar Gutierrez Treasurer	9970 N.W. 28th Terrace Miami, FL 33172
William A. Gutierrez Executive V.P.	9970 N.W. 28th Terrace Miami, FL 33172
Jimmy Nestor Gutierrez Director	9970 N.W. 28th Terrace Miami, FL 33172

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
Filomena Castro Herrera President	9970 N.W. 28th Terrace Miami, FL 33172

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

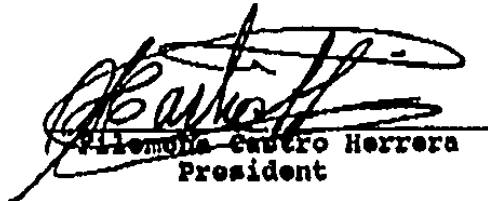
ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 9970 N.W. 28th Terrace, Miami, FL. 33172 and the name of the initial registered agent of this corporation at that address is Filomena Castro Herrera.

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IN WITNESS WHEREOF, the undersigned being the original incorporator for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 13th day of September, 1996.


Filomena Castro Herrera
President

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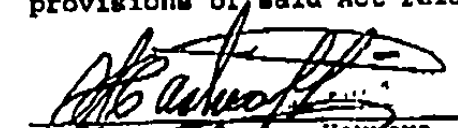
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

1. SALAZAR GUTIERREZ INTERNATIONAL CORP., desiring to organize
under the laws of the State of Florida, with its principal office,
as indicated in the Articles of Incorporation at the City of Miami,
State of Florida, has named Filomena Castro Herrera, located at
9970 N.W. 28th Terrace, City of Miami, County of Dade, State of
Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby
accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


Filomena Castro Herrera

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

SALAZAR GUTIERREZ INTERNATIONAL CORP.
9970 N.W. 28TH TERRACE
MIAMI, FL 33172

SUBJECT: SALAZAR GUTIERREZ INTERNATIONAL CORP.
Ref. Number: P96000076408

Debit Memo #: 7797-K

This is to inform you that check #265 in the amount of \$165.00 submitted with the annual report for SALAZAR GUTIERREZ INTERNATIONAL CORP. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 15, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 397A00026156

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June 23, 1997

400002220634--2
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****180.00 ****180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: SALAZAR GUTIERREZ
INTERNATIONAL CORP.

DEBIT MEMO: # 7797-K

CHECK #: 265