

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0133 FAX

800-342-8086

P96000/03129



PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 199521 169526A

AUTHORIZATION *Patricia Pujut*
COST LIMIT : \$ 122.50

ORDER DATE : December 23, 1996

ORDER TIME : 1:56 PM

ORDER NO. : 199521-005

800002036438--8

CUSTOMER NO: 169526A

CUSTOMER: Ms. Amy Concepcion
MANGUART & ASSOCIATES, P.A.

Main Floor
1428 Brickell Avenue
Miami, FL 33181

FILED
96 DEC 23 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: G.U.Z. CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
96 DEC 23 PM 4:11
DIVISION OF CORPORATION

DL
12.24.96

ARTICLES OF INCORPORATION
OF
G.U.Z. CORPORATION

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation is G.U.Z. Corporation and c/o Julio E. Manguart, Esq., 1428 Brickell Avenue, Main Floor, Miami, Florida 33131, respectively.

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ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a one cent (\$.01) par value per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 1428 Brickell Avenue, Main Floor, Miami, FL 33131, and the initial registered agent of this Corporation at such office shall be Julio E. Manguart, Esq., Manguart & Gomez, P.A., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

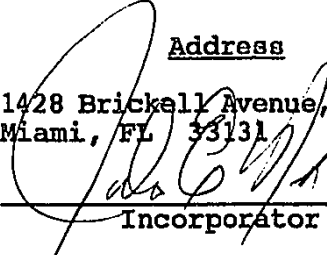
ARTICLE VI- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than two nor more than five. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Guido Zecchini	1428 Brickell Avenue Main Floor Miami, FL 33131

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Julio E. Manguart	1428 Brickell Avenue, Main Floor Miami, FL 33131
	 _____ Incorporator

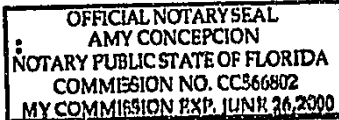
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of G.U.Z. Corporation were acknowledged before me this 18th day of December, 1996 by Julio E. Manguart, as Incorporator, who produced his Florida drivers license as identification, but did not take an oath.



Notary Public

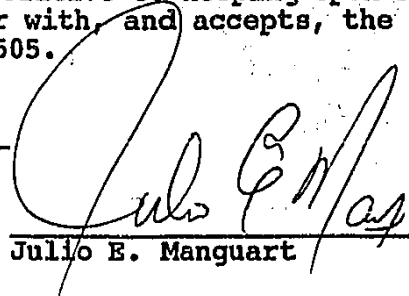
My commission expires :



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for G.U.Z. Corporation at the place designated in the Articles of Incorporation, Julio E. Manguart, agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: 12/18/96 _____



Julio E. Manguart

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 TALLAHASSEE, FLORIDA