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December 20, 1996

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E GAINES STREET
TALLAHASSEE FL 32399

VIA FEDERAL EXPRESS

RE: GUASCOR, INC.

700002036897--6
-12/24/96--01084--011
****122.50 ****122.50

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status.

A check for \$122.50 is enclosed. This represents payment for:

Filing
Certified Copy
Designation of Registered Agent

Please return the certified copy of the articles of incorporation and your filing letter to me at the above address.

Yours truly,

George M. Lucas

George M. Lucas
Enclosure (Orig/one copy articles)

P.S. Return Airbill/Envelope enclosed,

[Signature] 12/30/96

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
GUASCOR, INC.**

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is GUASCOR, INC., and its principal place of business shall be located at 7360 N.W. 35 STREET, MIAMI, FLORIDA 33122 .

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock at One Dollar (\$0.01) par value, which shall be designated as "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 pro-rata 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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7360 N.W. 35 STREET, MIAMI, FLORIDA 33122, and the name of the initial registered agent of this corporation at that address is THOMAS HOEFLING.

ARTICLE VII - DIRECTORS

This corporation shall have five (5) Directors who shall serve until his/her successor shall be elected/appointed at a meeting of the stockholders and this corporation shall have no less than five (3) directors constituting the Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the Directors are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------------|--|
| JOSEBA GRAJALES, CHAIRMAN | P.O. BOX 768 01080 VITORIA/GASTIEZ (SPAIN) |
| MARTIN PAITUVI | P.O. BOX 768 01080 VITORIA/GASTIEZ (SPAIN) |
| JOSE MANUEL FRANCO | P.O. BOX 768 01080 VITORIA/GASTIEZ (SPAIN) |
| HUGO TRIBIN | 7360 N.W. 35 STREET, MIAMI, FLORIDA 33122 |
| THOMAS HOEFLING | 7360 N.W. 35 STREET, MIAMI, FLORIDA 33122 |

ARTICLE VIII - QUORUM FOR SHAREHOLDER MEETINGS

Two-thirds (2/3) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Unless otherwise provided under law, if a quorum is present, action on a matter, other than the election of directors, shall be approved if the votes cast by the holders of the shares represented at the meeting and entitled to vote favoring the action equal or exceed two-thirds (2/3) of the votes cast.

After a quorum has been established at a shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shares entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

ARTICLE IX - ELECTION OF DIRECTORS

Election of directors shall be by cumulative voting. Each shareholder shall have a total number of votes which is equal to the number of shares of stock with voting rights multiplied by the number of directors to be elected. Each director shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Each shareholder may cast all his votes for a single director, or may divide his votes in any manner between or among two or more nominees for directors. Each shareholder shall not be required to vote all his votes, but if his total number of votes cast exceeds the number to which he is entitled, all of his votes shall be invalid.

ARTICLE XI - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

| <u>Name</u> | <u>Address</u> |
|-----------------------------------|--|
| President - HUGO TRIBIN | 7360 N.W. 35 STREET, MIAMI, FLORIDA 33122 |
| Vice President - JOSEBA GRAJALES | P.O. BOX 768 01080 VITORIA/GASTIEZ (SPAIN) |
| Secretary - MARTIN PAITUVI | P.O. BOX 768 01080 VITORIA/GASTIEZ (SPAIN) |
| Treasurer - JOSE MANUEL FRANCO | P.O. BOX 768 01080 VITORIA/GASTIEZ (SPAIN) |
| Managing Director-THOMAS HOEFLING | 7360 N.W. 35 STREET, MIAMI, FLORIDA 33122 |



ARTICLE XII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

THOMAS HOEFLING
7360 N.W. 35 STREET
MIAMI, FLORIDA 33122

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes (1990).

ARTICLE XIV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a two-thirds (2/3) vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: * DEC 14 1998



THOMAS HOEFLING
Incorporator



**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that


GUASCOR, INC.

desiring to organize or qualify under the laws of the State of Florida, has named

**THOMAS HOEFLING
7360 N.W. 35 STREET
MIAMI, FLORIDA 33122**

as its agent to accept service of process within Florida.

Dated: **DEC 14 1996**



THOMAS HOEFLING
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated **DEC 14 1996**



THOMAS HOEFLING
Registered Agent

FILED
96 DEC 13 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

