

JAN-97 MON 09:12 AM

RASCO & REININGER, A.

FAX NO. 305-2871787

P. 01

P97000007545

1/27/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:03 AM

((H97000001473 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: RASCO & REININGER
CONTACT: CARLOS A GATO
PHONE: (305)261-0500

ACCT#: 104076000124

FAX #: (305)267-1787

NAME: GUEIRO INVESTMENT CORPORATION

AUDIT NUMBER.....H97000001473

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

RECEIVED

97 JAN 27 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 JAN 27 PM 4:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
1/27/97

Audit No. H97000001473

**ARTICLES OF INCORPORATION
OF
GUEIRO INVESTMENT CORPORATION**

The undersigned, acting as incorporator of **GUEIRO INVESTMENT CORPORATION**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

GUEIRO INVESTMENT CORPORATION

and the principal place of business is:

10010 S.W. 28 STREET
MIAMI, FLORIDA 33165

FILED
97 JAN 27 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

Prepared by: RAMON E. RASCO, ESQ.
RASCO & REININGER, P.A.
5200 Blue Lagoon Drive
Suite 700
Miami, Florida 33126
(305) 261-0500
Bar No.: 224707

Audit No. H97000001473

Audit No. H97000001473**ARTICLE III. PURPOSE**

This corporation is formed for the purpose of investing in real estate businesses and ventures and in all businesses incidental thereto and may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5200 Blue Lagoon Drive, Suite 700, Miami, FL 33126 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

Audit No. H97000001473**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have four (4) directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

EMMA M. GUERRA	10010 S.W. 28 STREET MIAMI, FLORIDA 33165
ALFREDO GUERRA	10010 S.W. 28 STREET MIAMI, FLORIDA 33165
HEBERTO M. SALGUEIRO	9965 S.W. 28 STREET MIAMI, FLORIDA 33165
RITA ECHEVARRIA	9965 S.W. 28 STREET MIAMI, FLORIDA 33165

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

RAMON E. RASCO, ESQ.	5200 Blue Lagoon Drive Suite 700 Miami, Florida 33126
----------------------	---

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

Audit No. H97000001473ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law. Notwithstanding the foregoing, Articles IX, X and XI of these Articles of Incorporation shall not be amended, restated, or modified without the express written consent of the Board of Directors of Century Enterprises Group, Inc., a Florida corporation, the General Partner of Century Partners Group, Ltd., a Florida limited partnership.

ARTICLE X.RESTRICTION ON THE VOLUNTARY ISSUANCE, SALE OR TRANSFER OF SHARES

THE ISSUANCE, SALE, ASSIGNMENT, TRANSFER, PLEDGE OR OTHER DISPOSITION OF THE SHARES OF STOCK BY THE CORPORATION OR ANY OF ITS STOCKHOLDERS, WHETHER VOLUNTARY OR BY OPERATION OF LAW, IS SUBJECT TO TRANSFER RESTRICTIONS MORE PARTICULARLY DESCRIBED IN THE LIMITED PARTNERSHIP AGREEMENT OF CENTURY PARTNERS GROUP, LTD., ENTERED INTO

Audit No. H97000001473

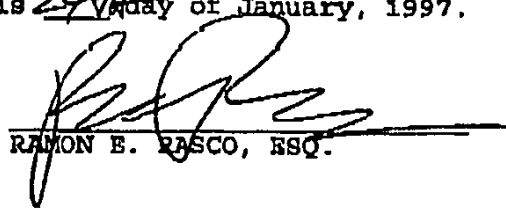
BY AND AMONG CENTURY PARTNERS GROUP, LTD. AND ITS PARTNERS, A COPY OF WHICH IS ON FILE IN THE OFFICES OF THE CORPORATION. ANY UNAUTHORIZED TRANSFER SHALL BE VOID AND INEFFECTUAL AND SHALL NOT OPERATE TO TRANSFER ANY INTEREST OR TITLE TO THE PURPORTED TRANSFEREE OF THE SHARES.

ARTICLE XI. CERTIFICATE ENDORSEMENT

On or before the issuance, sale, or transfer of any shares of stock by the Corporation or any of its stockholders, the certificates representing all outstanding shares of stock of the Corporation shall be surrendered to the Corporation and endorsed as follows:

"Any sale, assignment, transfer, pledge or other disposition of the ownership interest represented by this certificate is restricted by, and subject to, the Limited Partnership Agreement entered into by and among Century Partners Group, Ltd. ("Century") and its partners, a copy of which is on file in the records of Century. By acceptance hereof, the holder agrees to be bound by the terms of said Agreement."

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of January, 1997.


RAMON E. RASCO, ESQ.

Audit No. H97000001473

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GUEIRO INVESTMENT CORPORATION in the foregoing Articles of Incorporation, we hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.

By: 

Ramon E. Rasco, President

corp/gueiro.azt

FILED
97 JAN 27 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA