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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001  
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305) 599-0839 FAX #: (305) 716-0346

NAME: GUSPECO CORP.  
AUDIT NUMBER.....H97000009958  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 3  
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ARTICLES OF INCORPORATION

OF

GUSPECO CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GUSPECO CORP.

The principal place of business of this corporation shall be:

6595 NW 36TH ST #320-B  
VIRGINIA GARDENS, FL 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is one hundred shares at five dollars par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

DIRECTOR/  
PRESIDENT

LEONARDO S. MEDINA  
6595 NW 36TH ST #320B  
VIRGINIA GARDENS, FL  
33166

DIRECTOR: GUSTAVO A. CASTILLO  
VICE-PRES 6595 NW 36TH ST #320B  
VIRGINIA GARDENS, FL  
33166

PREPARED BY: LEONARDO S. MEDINA  
6595 NW 36TH ST #320B  
VIRGINIA GARDENS, FL 33166  
305-870-0602

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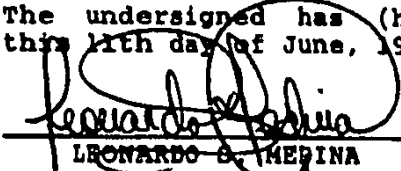
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

LEONARDO S. MEDINA  
6595 NW 36TH ST #320B  
VIRGINIA GARDENS, FL 33166

GUSTAVO A. CASTILLO  
6595 NW 36TH ST #320B  
VIRGINIA GARDENS, FL 33166

The undersigned has (have) executed these Articles of Incorporation this 11th day of June, 1997.

  
LEONARDO S. MEDINA

  
GUSTAVO A. CASTILLO

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**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT\REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GUSPECO CORP.
  
2. The name and address of the registered agent and office is:

LEONARDO S. MEDINA  
6595 NW 36TH ST #320B  
VIRGINIA GARDENS, FL 33166

SIGNATURE

TITLE

DATE

Leonardo Medina  
President.  
06/11/97.

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

Leonardo Medina  
06/11/97.