

THE ACCOUNTING OFFICE

OF
SMALLEY & COMPANY, P.A.

A PROFESSIONAL ASSOCIATION

7651 APRILWOOD COURT, ORLANDO, FLORIDA 32819

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P97000055257

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

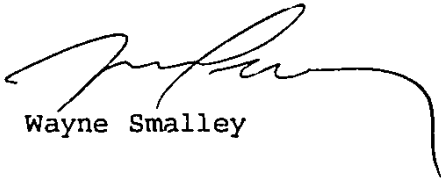
Re: Guaca Investments USA, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation for the above referenced proposed corporation; and, we enclose our check in the amount of \$ 70.00 in payment of the Corporate Filing Fee and Registered Agent Designation for this proposed corporation.

Please send the acceptance documentation to our office at the address above.

Sincerely yours,



Wayne Smalley

FILED
97 JUN 23 AM 11:12
TALLAHASSEE, FLORIDA

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-06/23/97--01170-
*****70.00 *****

F. CHAMBERLAIN

JUN 24 1997

ARTICLES OF INCORPORATION
OF
GUACA INVESTMENTS USA, INC.

FILED
97 JUN 23 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be Guaca Investments USA, Inc.

ARTICLE II
PURPOSE

This corporation is formed for the purpose of transacting any and all lawful business for which corporations may become incorporated in the State of Florida.

ARTICLE III
DURATION

This corporation shall commence business on the day of the acceptance of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV
PRINCIPAL OFFICE & MAILING ADDRESS

The principal place of doing business and mailing address of this corporation shall be:

548 N. Mission Road, Orlando, FL 32808

ARTICLE V
SHARES


This corporation shall be authorized to have 7,500 shares of \$ 1.00 Par Value Common Stock outstanding at any one time.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is:

Angel Baez-Camacho, 548 N. Mission Road, Orlando, FL 32808

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, 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 I am familiar with and accept the obligations of my position as registered agent.



Angel Baez-Camacho
Registered Agent

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially; however, that number may be changed from time to time by the By-Laws. The names and addresses of the initial directors are:

Jose Geraldo Guarisma, Sr., 801 Skylake Circle, Orlando, FL 32809

Jose Geraldo Guarisma, Jr., 801 Skylake Circle, Orlando, FL 32809

ARTICLE VIII
INITIAL OFFICERS

The initial officer of this corporation is:

President: Jose Geraldo Guarisma, Sr.
801 Skylake Circle
Orlando, FL 32809

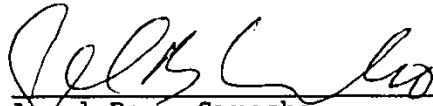
Secretary: Jose Geraldo Guarisma, Jr.
801 Skylake Circle
Orlando, FL 32809

ARTICLE IX
INCORPORATOR

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

Angel Baez-Camacho, 548 N. Mission Road, Orlando, FL 32808

The undersigned incorporator has executed these Articles of Incorporation this 17th day of June, 1997.



Angel Baez-Camacho
Incorporator

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