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ACCOUNT NO. : 072100000032

REFERENCE : 517861 94018A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 4, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 517861-005

CUSTOMER NO: 94018A

CUSTOMER: Michael Ortiz, Esq
MICHAEL ORTIZ, P.A.

Suite 902, Grand Bay Plaza
2665 South Bay Shore Drive
Miami, FL 33133

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97 SEP - 4 PM 12: 11
STATE OF FLORIDA
TALLAHASSEE

DOMESTIC FILING

NAME: GU SOFTWARE, INC.

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: _____

LAW OFFICES
MICHAEL ORTIZ, P.A.

SUITE 902
GRAND BAY PLAZA
2665 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133

TELEPHONE (305) 856-7879
FAX (305) 856-5979

OF COUNSEL:
ANIBAL QUIROGA LEON
LIMA, PERU

September 3, 1997

HAND DELIVERED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: GU Software Inc.
Client File Number 101-3

To Whom It May Concern:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation (the "Articles") with regard to the above-referenced Corporation. Also enclosed is a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) for the following fees:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50

Total	\$122.50

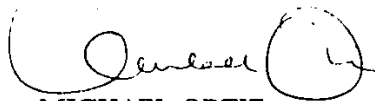
Please acknowledge your receipt of the Articles and check by signing the enclosed acknowledgment copy of this letter and returning it to me in the envelope provided, together with the certified copy of the Articles upon their filing.

Secretary of State
Division of Corporations
September 3, 1997
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Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

MICHAEL ORTIZ, P.A.

A handwritten signature in cursive script, appearing to read "Michael Ortiz", enclosed within a circular scribble.

MICHAEL ORTIZ

MO:dfp
Enclosures
*101-3/Secy-St.ltr

**ARTICLES OF INCORPORATION OF
GU SOFTWARE, INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: GU Software Inc.

The address of the principal office of this corporation shall be:

c/o Michael Ortiz, P.A.
Suite 902
Miami, Florida 33133

and the mailing address of the corporation shall be the same.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000 shares	\$1	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Michael Ortiz	2665 So. Bayshore Drive Suite 902 Miami, Florida 33133
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S.E.
MIA

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders.

ARTICLE VII

The name and address of the Incorporator is:

Michael Ortiz 2665 So. Bayshore Drive
Suite 902
Miami, Florida 33133

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 3rd day of September, 1997.

 (SEAL)
MICHAEL ORTIZ, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Michael Ortiz having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



MICHAEL ORTIZ

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TALLAHASSEE FLORIDA