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ACCOUNT NO. : 072100000032

REFERENCE : 627320 4303929

AUTHORIZATION :

Patricia Pzyth

COST LIMIT : \$ 122.50

ORDER DATE : December 9, 1997

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ORDER TIME : 10:05 AM

ORDER NO. : 627320-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: GRUPO GUASCOR INTERNATIONAL
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
CORPORATIONS
97 DEC -9 AM 11:55

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97 DEC -9 AM 10:56
FILED
SECRETARY OF STATE
CORPORATIONS

ARTICLES OF INCORPORATION

OF

GRUPO GUASCOR INTERNATIONAL INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM 11:55

ARTICLE I

The name of the corporation is GRUPO GUASCOR INTERNATIONAL INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Patricia Menendez Cambo, 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three (3), and

the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Jose M. Franco
c/o Patricia Menendez Cambo
1221 Brickell Avenue, Suite 2100
Miami, Florida 33131

Martin Paituvi
c/o Patricia Menendez Cambo
1221 Brickell Avenue, Suite 2100
Miami, Florida 33131

Joseba Grajales
c/o Patricia Menendez Cambo
1221 Brickell Avenue, Suite 2100
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of December, 1997.



Patricia Menendez Cambo, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GRUPO GUASCOR INTERNATIONAL INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



By: Karen Rozar, as Agent

Dated: December 9, 1997

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