

P98000094256

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

300002680523--1
-11/04/98--01081--008
*****70.00 *****70.00

SUBJECT: Gutierrez International Consultants, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

From: Name: Mirta Gutierrez
Address: 5925 Yorkshire Road
Tampa, FL 33634

Telephone #: (813) 886-5911

EFFECTIVE DATE
11-30-98

FILED
98 NOV -4 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
11-6-98
3

**CERTIFICATE OF INCORPORATION
OF**

Gutierrez International Consultants, Inc.

FILED
98 NOV -4 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**FIRST
IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation," is
Gutierrez International Consultants, Inc.

**SECOND
PERIOD OF EXISTENCE**

EFFECTIVE DATE
11-30-98

The period during which the corporation shall continue is perpetual.

**THIRD
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation in **5925 Yorkshire Road, Tampa, FL 33634** and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is **Mirta Gutierrez**
5925 Yorkshire Road
Tampa, FL 33634

**FOURTH
PURPOSE**

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

**FIFTH
SHARES**

The total authorized capital stock of the Corporation is 100 shares having a Par Value of \$1.00. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

SIXTH
INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

Mirta Gutierrez
5925 Yorkshire Road
Tampa, FL 33634

SEVENTH
DIRECTORS

The powers of the incorporator are to terminate upon the filing of the Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Antonio Gutierrez
5816 Bitter Orange Street
Tampa, FL 33625

Mirta Gutierrez
5925 Yorkshire Road
Tampa, FL 33634

Mirtha Gutierrez
5925 Yorkshire Road
Tampa, FL 33634

EIGHTH
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be November 30, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of November 30, 1998. By my signature below, I accept designation as Registered agent.


Mirta Gutierrez
(Incorporator) (Registered Agent)

FILED
98 NOV -4 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA