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DIVISION

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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : KALKAS BUSINESS SERVICES  
Account Number : I19980000015  
Phone : (305)577-9716  
Fax Number : (305)577-9718

FLORIDA PROFIT CORPORATION OR P.A.

International Parts and Machines, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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1/28/05

FROM

(SAT) JAN 29 2005 0:38/ST. 0:37/No. 6884432143 P 2

FILED

05 JAN 28 AM 8:57

CLERK OF THE  
COURT, FLORIDA

ARTICLES OF INCORPORATION OF

International Parts and Machines, Inc.

\_\_\_\_\_  
(Name of Corporation)

ARTICLE I - NAME

H05J00023900

The name of this corporation is:

International Parts and Machines, Inc.

with the principal place of business

290 174th Street #2211  
Sunny Isles Beach, FL 33180

and mailing address at:

245 SE 1<sup>st</sup> Street, Ste 311  
Miami, FL 33131

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock of no par value each share.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

254 SE 1<sup>st</sup> Street, Suite 311  
Miami, FL 33160

The name of the initial Registered Agent of this corporation is:

Martti Kalkas

H05J00023900

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**ARTICLE V - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Jose Ramon Valdeolivas Gomez; President  
290 174th Street #2211 Sunny Isles Beach, FL 33160

Richard Souza; Director  
290 174th Street #2211 Sunny Isles Beach, FL 33160

**ARTICLE VI - INCORPORATORS**

The name of and address of the persons signing this article are:

Jose Ramon Valdeolivas Gomez  
290 174th Street #2211 Sunny Isles Beach, FL 33160

**ARTICLE VII - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

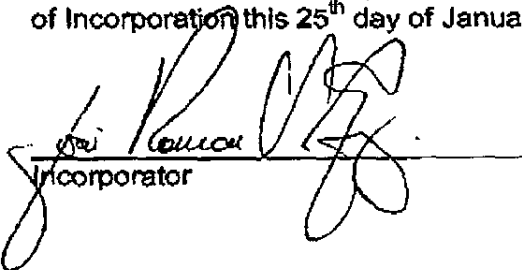
**ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

**ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of January 2005

  
Incorporator

H05000023900

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CLERK OF THE COURT  
STATE OF FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the International Parts and Machines, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Martti Kalkas  
245 SE1st St. Ste 311  
Miami, FL 33131

as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

International Parts and Machines, Inc.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 25<sup>th</sup> day of January 2005.

  
\_\_\_\_\_  
Registered Agent

H05000023900