

P96000035031

LAW OFFICES
HENRY NORTON
SUITE 1201 DISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

HENRY NORTON
RITA F. NORTON

TELEPHONE 374-3110
AREA CODE 305

April 15, 1996

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

Re: Incorporation of Tool Export, Inc.

Dear Sir:

Enclosed please find proposed Articles of Incorporation and Registered Agent Certificate prepared for Tool Export, Inc.

After the enclosed documents have been duly approved and filed, I would appreciate your furnishing me with a certified copy of the Articles and the receipt. Check in the sum of \$122.50 is herewith enclosed to cover your fees.

Very truly yours,

Rita F. Norton
RITA F. NORTON

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RFN/jrl

Enclosures

FILED
96 APR 18 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/23/96

ARTICLES OF INCORPORATION

OF
TOOL EXPORT, INC.

FILED
96 APR 18 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is TOOL EXPORT, INC.

ARTICLE II - DURATION

This Corporation shall have permanent and perpetual existence, commencing at the time of filing these Articles with the Department of State in Tallahassee, Florida.

ARTICLE III - PURPOSE

A) To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, tools, electronics, machinery, machines, sundries, patent medicine, toiletries, and merchandise of every kind and nature, whether for commercial or consumer use; to deal in cleaning systems and vapor and pressure cleaning machines for buildings, industry, residences, service stations, car washes, and other applications; and to purchase, sell, and deal in and with merchandise of every kind or nature; to acquire, use, and operate equipment, materials, and supplies; and to maintain all things necessary to effect the purpose and objectives that are required in this type of business as above generally described; and to act as brokers, commission men, factors, and agents for buyers and sellers, both foreign and domestic.

B) To purchase, lease, exchange, mortgage, or sell real estate, of every type and description, whether improved or unimproved or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, or operate any real estate owned or leased by the Corporation, or upon any other structures, buildings, or other works of any description on lands; to sell, lease; sublet, mortgage, exchange, or otherwise dispose of any lands, or any

interest therein, or any structures on buildings, or other works, owned, leased, managed, or controlled by the Corporation.

C) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

F) To transact any other lawful business under the laws of the State of Florida and to exercise all powers convenient, incident to, or necessary in the proper conduct of its business anywhere in the world, which are granted to corporations for profit under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Ten (\$10.00) Dollars par value common stock.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles is:

PABLO CARDENAS
855 Euclid Avenue, Apt. 203
Miami Beach, Florida 33139.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 855 Euclid Avenue, Apartment 202, Miami Beach, Florida 33139, and the name of the initial registered agent of this Corporation at that address is NERIS OJEDA.

The principal office of the Corporation is also located at

855 Euclid Avenue, Apartment 203, Miami Beach, Florida 33139.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director and officer of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
PABLO CARDENAS	855 Euclid Avenue, Apt. 203 Miami Beach, Florida 33139	President-Treasurer

ARTICLE VIII - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as now or hereafter conferred upon it by law. This Corporation shall have the power to issue the whole or any part of the shares of its common stock as partly paid, subject to calls thereon until the whole thereof shall have been paid in full; this is to be determined by the Board of Directors. Upon the election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the Corporation without the need of further authorization of the stockholders, except as by law provided. All the holders of stock shall be entitled to vote the same, whether such stock be fully or partially paid, unless determined otherwise by the Board of Directors at or before the time of issuance thereof.

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this Corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of April, 1996.

Pablo Cardenas

PABLO CARDENAS
Subscriber

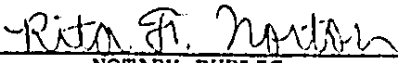
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared,

PABLO CARDENAS,

known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 3rd day of April, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
RITA F. NORTON

My Commission Expires:



RITA F. NORTON
COMMISSION # CC 051346
EXPIRES FEB 24, 1996
BONDED 1990
ATLANTIC BONDING CO., INC.

Personally known _____
or Produced Identification X
Type of Identification New York State Driver's
License

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That TOOL EXPORT, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami Beach County of Dade, State of Florida


has named NERIS OJEDA

located at 855 Euclid Avenue, Apt. 202
Miami Beach, Florida 33139
(Street address and number of building,
Post Office Box address not acceptable)

City of Miami Beach, County of Dade,
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
NERIS OJEDA
(Resident Agent)

96 APR 18 AM 10:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES

HENRY NORTON

SUITE 1301 DISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

HENRY NORTON
RITA F. NORTON

August 18, 1997

TELEPHONE 374-8116
AREA CODE 305

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-00725797--01053--004
*****35.00 *****35.00

Re: Tool Export, Inc.
Certificate of Dissolution

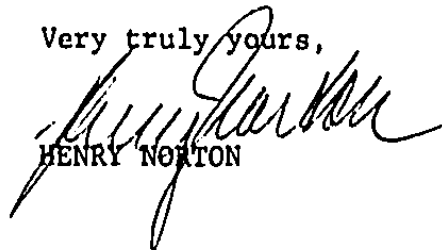
Gentlemen:

Enclosed, herein, please find Articles of Dissolution
executed by the incorporator, Pablo Cardenas, in the presence
the U.S. Consul in Quito, Ecuador.

This corporation was never activated.

Our check in the sum of \$35.00 to cover your statutory
fee is herein enclosed.

Very truly yours,


HENRY NORTON

HN:sm

Enclosures

FILED
97 AUG 25 AM 8:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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VS SEP 4 1997

FILED
97 AUG 25 AM 8:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TOOL EXPORT, INC.
ARTICLES OF DISSOLUTION

1. The name of the corporation is TOOL EXPORT, INC..
2. The date of issuance of its certificate of incorporation is April ¹⁸~~23~~, 1996.
3. The corporation has not issued any of its shares.
4. The corporation has not commenced business.
5. The amount, if any, actually paid in on subscription for its shares, less any part disbursed for necessary expenses, has been returned to those entitled.
6. No debts of the corporation remain unpaid.
7. PABLO CARDENAS, the sole incorporator and director of the corporation elects that same be dissolved.

Pablo Cardenas

Incorporator/Director

REPUBLIC OF ECUADOR
PROVINCE OF PICHINCHA
CITY OF QUITO
EMBASSY OF THE UNITED
STATES OF AMERICA

SS:

BEFORE ME, the undersigned officer duly authorized to take acknowledgements in the country, state and county set forth above, personally appeared, PABLO CARDENAS, known to me and known by me to be the person who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed same. The said PABLO CARDENAS produced Ecuadorian ID card for identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the country, state and county aforesaid this 19th day of August, 1997.

My appointment is indefinite.

[Signature]

U.S. Consul
Richard C. Doly
Consul of the
United States of America