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TALLAHASSEE, FL 32301
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ACCOUNT NO. : 072100000032

REFERENCE : 017955 121767A

AUTHORIZATION :

Patricia Pysit

COST LIMIT : \$ 1037.50

ORDER DATE : January 24, 1996

ORDER TIME : 3:21 PM

ORDER NO. : 817955

CUSTOMER NO: 121767A

CUSTOMER: Richard Levine, Esq
KARP & GENAUER, P.A.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

3000017026013

DOMESTIC FILING

NAME: INTER-AMERICAN TRANSPORT
EQUIPMENT COMPANY, LTD.

W9400002212

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

OGS

PK

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

INTER-AMERICAN TRANSPORT EQUIPMENT COMPANY, LTD.

This Certificate of Limited Partnership of Inter-American Transport Equipment Partnership, Ltd. (the "Limited Partnership") is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act.

1. Name: The name of the limited partnership is INTER-AMERICAN TRANSPORT EQUIPMENT COMPANY, LTD.
2. Name and Address of Registered Agent: The address of the registered office of the Limited Partnership in Delaware is 1201 Hays Street, Tallahassee, Florida 32301. The Limited Partnership's registered agent at that address is Corporation Service Company.
3. Name and Address of Initial General Partner: The names and address of the initial general partner of the Limited Partnership are (The mailing address shall be the same):

NAME

partnership's
ADDRESS

Inter-American Technologies, Co.

3690 N.W. 62nd Street,
Miami, Florida 33147

892660069322

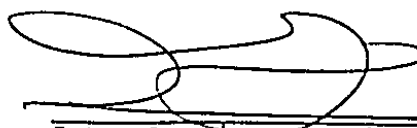
4. Restriction on Transfers: Interests in the Limited Partnership may not be sold, assigned, transferred, hypothecated, encumbered or otherwise disposed of prior to the dissolution and termination of the Limited Partnership. Any attempted or purported transfer in violation of this restriction shall be void and of no force or effect.
5. Dissolution: The Limited Partnership shall dissolve and terminate upon the death or disability of any partner which is an individual, upon the dissolution of any partner which is a legal entity, and upon the bankruptcy, insolvency or withdrawal of any partner; provided, however, that the Limited Partnership may be continued if there are two or more remaining partners and such remaining partners unanimously agree to continue the business of the Limited Partnership.
6. Term: The term of the limited partnership is until December 31, 2034, 5 p.m. E.S.T., unless such term is

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extended under applicable law and the limited partnership's limited partnership agreement, or soon as terminated under applicable law and the limited partnership agreement.

7. Affidavit re: Capital Contribution: An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto as Exhibit "A".
8. Controlling Agreement: This certificate summarizes information regarding the partnership required under the Act and is qualified entirely by reference to the complete agreement of the partners embodied in the limited partnership agreement, which includes provisions not summarized in this certificate and is controlling for all purposes.

IN WITNESS WHEREOF, the undersigned, constituting all of the general partners of the Limited Partnership, have caused this Certificate of Limited Partnership to be duly executed as of the 25th day of January, 1996.



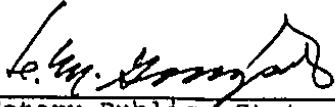
Inter-American Technologies,
Co., by Diego R. Suarez,
President

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State of Florida)
) SS:
County of Dade)

BEFORE ME, personally appeared Diego R. Suarez, to me personally known or who produced Personally Known as identification, and he did acknowledge to me that he executed the foregoing Certificate of Limited Partnership of Inter-American Transport Equipment Co., Ltd., a Florida limited partnership, as President of Inter-American Technologies, Co., its general partner.

WITNESS my hand and official seal this 22 day of January, 1996.



Notary Public, State of Florida
Print Name: D.M. GONZALEZ
My Commission Expires: 4/14/97

OFFICIAL NOTARY SEAL
DM GONZALEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC267772
MY COMMISSION EXPI. APR. 14, 1997

EXHIBIT "A"
AFFIDAVIT RE: CAPITAL CONTRIBUTIONS
OF

INTER-AMERICAN TRANSPORT EQUIPMENT CO., LTD.

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COMES NOW, Diego R. Suarez, as President of Inter-American Technologies, Co., a Delaware corporation, the general partner of Inter-American Transport Equipment Co., Ltd. (the "Limited Partnership"), who deposes and states as follows:

1. The initial limited partner of the Limited Partnership is Inter-American Vanguard Corp.

2. The initial capital contribution of the limited partner of the Limited Partnership is \$99.

3. To the best of my knowledge, additional capital contributions in the form of all of the assets currently held by Inter-American Transport Equipment Company, a Florida corporation, having a value of \$1,000,000.00 is presently anticipated to be contributed by the limited partner to the Limited Partnership. The total initial and anticipated capital contributions shall be \$1,000,099.00.

4. Affiant further sayeth naught.

General Partner:

Inter-American Technologies, Co.

By: 

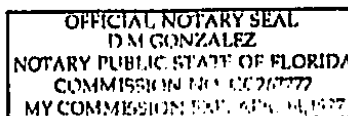
Diego R. Suarez
President

State of Florida)
) SS:
County of Dade)

BEFORE ME, personally appeared Diogo R. Suarez, to me personally known or who produced Personally Known as identification, and he did acknowledge to me that he executed the foregoing Affidavit re: Capital Contributions of Inter-American Transport Equipment Co., Ltd., a Florida limited partnership, as President of Inter-American Technologies, Co., the general partner of Inter-American Transport Equipment Co., Ltd.

WITNESS my hand and official seal this 22 day of January, 1996.


Notary Public, State of Florida
Print Name: D.M. GONZALEZ
My Commission Expires: 4/14/97



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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, 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.

CORPORATION SERVICE COMPANY

By

Laura R. Dunlap
Its Agent, Laura R. Dunlap

DGS/dgs

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