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LAW OFFICES
EDWARD A. HANNA, JR., P.A.

EMERALD VILLAGE PROFESSIONAL PLAZA
3864 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021-3634

ALSO ADMITTED FEDERAL,
PENNSYLVANIA AND
WASHINGTON, DC BARS

April 5, 2001

BROWARD: (954) 893-7030
TELFAX: (954) 962-8192
PAGER: (954) 528-9585

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500004011395--8
-04/16/01--01108--008
****122.50 *****78.75

IN RE: **R & O EQUIPMENT AND SUPPLY, INC..**
FILE NUMBER: 01-040401-EAH/CIV
FILE CODE: RED
CECN: RAOEQ-39.1;ART

Dear Sir/Madame:

Enclosed herewith find the original ARTICLES OF INCORPORATION and two (2) photocopies of same for the above corporation. We have also enclosed our check in the amount of: One-Hundred and Twenty-Two and Fifty Cents (\$122.50) Dollars to cover the filing fees for the above corporation.

Please file the said ARTICLES and return ~~two (2)~~ certified copies to us by return mail. A self-addressed, stamped envelope is enclosed herewith for your convenience.

Thank you for your prompt time and attention to this matter.

Yours Sincerely,

Law Offices Of:
EDWARD A. HANNA, Jr., P.A.

By:

Edward A. Hanna, Jr.
EDWARD A. HANNA, Jr., Esq.

EAH/lp

CC: Client

D. BROWN APR 18 2001

Articles Of Incorporation

of

R & O Equipment and Supply, Inc.

FILED
01 APR 16 PM 12:36
ALBANY, N.Y.

The undersigned hereby states, for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporation for profit, as follows:

ARTICLE I - NAME

The name and mailing address of this corporation, (hereinafter referred to as the "Corporation") shall be:

R & O EQUIPMENT AND SUPPLY, INC.

7971 N.W. 56th Street
Miami, Florida 33166

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of providing the following services, to wit:

A. The corporation will engage in the sale and supply of various items of construction equipment traditionally characterized as "Heavy Equipment," to countries throughout South America; and,

B. Further, this Corporation is organized for the purpose of transacting any or all other lawful business activities.

The enumeration of objects and/or purposes herein shall not be deemed to exclude or in any way limit by inference, any powers, objects or purposes which this Corporation is empowered to exercise, whether expressly, by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said laws.

ARTICLE III - DURATION

This Corporation shall have perpetual existence, unless dissolved according to law, commencing on the date of the filing of these ARTICLES OF INCORPORATION with the Florida Department of State.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One-Thousand (1000) shares of stock, each having a par value One (\$1.00) Dollar per share; and to be fully paid in and non-assessable; all of which will be common stock and which shall be designated hereafter: "Common Shares;" and Six-Hundred (600) shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of this Corporation and this Corporation may from time to time make, and all of said shares of stock subscribed to shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services rendered may be purchased or paid for with the common stock of this Corporation as a just valuation.

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Agent Office, at Corporate Headquarters of this Corporation shall be:

R & O EQUIPMENT AND SUPPLY, INC.

**7971 N.W. 56th Street
Miami, FLorida 33166**

The name of the initial Registered Agent of this Corporation, located at the above said address, shall be:

CARLOS MENDOZA

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time consistent with the By-Laws of this Corporation and the Shareholders Agreement. The name, mailing address and departmental titles of the initial Officers and Directors of this Corporation shall be:

**CARLOS MENDOZA, President & Chairman of the Board
RAMIRO CAICEDO, Secretary/Treasurer and Member of the Board
7971 N.W. 56th Street
Miami, FLorida 33166**

ARTICLE IX - POWERS OF THE DIRECTORS

The Directors may exercise all powers held by this Corporation without limitation, not inconsistent with the laws of the State of Florida, and in particular, they may:

A. Determine upon what terms and conditions certificates of stock which have been lost or destroyed may be replaced or reissued.

B. Make By-Laws for the exercise of corporate powers, the management regulation and government of this Corporation's property and affairs, the transfer of stock and the calling and holding of meetings of its shareholders.

C. Appoint such officers and agents as the affairs of this Corporation shall require, and allow for suitable compensation.

D. Acquire by purchase, gift or other lawful mode, shares of its own capital stock and the capital stock of other corporations.

E. File a plan or any documents required by the Internal Revenue Service under Section 1244, pertaining to small business corporations or "Sub-Chapter S" in the event that the Directors feel it is in the best interests of this Corporation.

ARTICLE X - INCORPORATORS

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

NAME: CARLOS MENDOZA
MAILING ADDRESS: 7971 N.W. 56th Street
Miami, FLorida 33166


ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision or provisions contained and set forth in these ARTICLES OF INCORPORATION, or any Amendment hereto, and any right conferred upon any Shareholder or Shareholders is subject to this same said reservation.

ARTICLE XII - INITIAL CAPITAL INVESTMENT

The amount of initial investment capital with which this Corporation shall begin business operation One-Thousand and No Cents (\$1,000.00) Dollars.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these ARTICLES OF INCORPORATION this 4th day of April, of the year 2001.


Subscriber: CARLOS MENDOZA
President and Chief Executive Officer

Certificate

of

R & O EQUIPMENT AND SUPPLY, INC.

IN RE:

NOTARIZED EXECUTION OF ARTICLES OF INCORPORATION

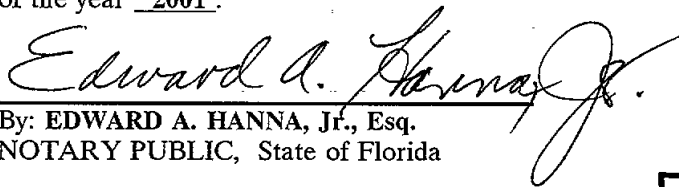
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

~~Before Me~~, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CARLOS MENDOZA, known to me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he/she acknowledged before me that he/she executed these same said ARTICLES OF INCORPORATION for the corporation:

R & O EQUIPMENT AND SUPPLY, INC.

7971 N.W. 56th Street
Miami, FLorida 33166

~~In Witness Whereof~~, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 4th day of April, of the year 2001.

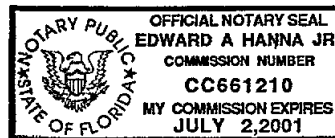

By: EDWARD A. HANNA, Jr., Esq.
NOTARY PUBLIC, State of Florida

My Commission Expires:

This Document was prepared by:

THE LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

By: EDWARD A. HANNA, Jr., Esq.
Emerald Village Professional Plaza
3864 Sheridan Street
Hollywood, Florida 33021-3634
Telephone: (954) 893-7030
Telfax: (954) 962-8192



Service of Process Certificate

of

R & O EQUIPMENT AND SUPPLY, INC.

IN RE:

DOMICILE and REGISTERED AGENT

This Certificate is executed for the purpose of designating the place of business or domicile for the Service of Process within the State of Florida and for naming the agent of this corporation, upon whom process may be lawfully served.

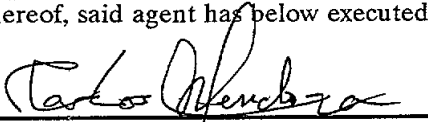
In Furtherance Whereof, and in compliance with Section 48.091, Florida Statutes, the following is submitted by the aforesaid corporation:

First, that R & O EQUIPMENT AND SUPPLY, INC., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business located at:

has and does hereby name: CARLOS MENDOZA
whose mailing address is: 7971 N.W. 56th Street
Miami, FLorida 33166

as its agent to accept Service of Process within the State of Florida and in acknowledgement whereof, said agent has below executed this Certificate.

SIGNATURE:


CARLOS MENDOZA

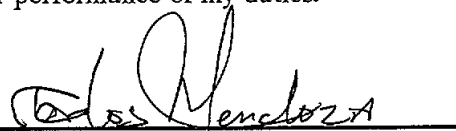
Registered Agent

HOLDING THE TITLE OF: _____

EXECUTED THIS DATE: _____
4th April
_____ day of _____, 2001.

Second, having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper performance of my duties.

SIGNATURE:


Registered Agent of the Corporation

EXECUTED THIS DATE: _____
4th April
_____ day of _____, 2001.

FILED
01 APR 16 PM 12:36
CLERK OF DISTRICT COURT
STATE OF FLORIDA

Certificate

of

R & O EQUIPMENT AND SUPPLY, INC.

IN RE:

NOTARIZED EXECUTION OF SERVICE OF PROCESS CERTIFICATE

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

~~Before Me~~, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: **CARLOS MENDOZA**, known to me to be the person who executed the foregoing:


CERTIFICATE RE: SERVICE OF PROCESS

and he/she acknowledged before me that he/she executed the same said
CERTIFICATE RE: SERVICE OF PROCESS, for:

R & O EQUIPMENT AND SUPPLY, INC.

7971 N.W. 56th Street
Miami, Florida 33166

~~In Witness Whereof~~, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 4th day of April, of the year 2001.


By: EDWARD A. HANNA, Jr., Esq.
NOTARY PUBLIC, State of Florida

My Commission Expires:

This Document was prepared by:

THE LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

By: EDWARD A. HANNA, Jr., Esq.
Emerald Village Professional Plaza
3864 Sheridan Street
Hollywood, Florida 33021-3634
Telephone: (954) 893-7030
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