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FLORIDA PROFIT CORPORATION OR P.A.

taurus-wotan machine tool, inc.

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ARTICLES OF INCORPORATION

OF

TAURUS-WOTAN MACHINE TOOL, INC.

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ARTICLE I.

The name of this Corporation is: TAURUS-WOTAN MACHINE TOOL, INC.

ARTICLE II.

The Corporation's principal place of business/mailling address is: 16175 N.W. 49th Avenue, Miami, Florida 33014. This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.
SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her 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.

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ARTICLE VII.

The street address of the initial registered office of this Corporation is: One Southeast Third Avenue, Suite 2130, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is: **COPROLITE CORPORATION.**

ARTICLE VIII.

This Corporation shall have one (1) Director 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 name(s) and address(es) of the initial Director(s) of this Corporation is/are:

Carlos A.P. Murgel, Director
16175 N.W. 49th Avenue
Miami, Florida 33014

Luis F. Costa Estima, Director
16175 N.W. 49th Avenue
Miami, Florida 33014

Eduardo Barros, Director
16175 N.W. 49th Avenue
Miami, Florida 33014

ARTICLE IX.

The name(s) and address(es) of the Officers of this Corporation is/are:

Carlos A.P. Murgel, President and CEO
16175 N.W. 49th Avenue
Miami, Florida 33014

Luis F. Costa Estima, Vice President, Treasurer and Secretary
16175 N.W. 49th Avenue
Miami, Florida 33014

Robert Morrison, Executive Vice President, Chief Operating Officer and Assistant Secretary
16175 N.W. 49th Avenue
Miami, Florida 33014

Ruy Fernando Vianna Soares, Vice President and Assistant Treasurer
16175 N.W. 49th Avenue
Miami, Florida 33014

David Blenker, Vice President & Comptroller and Assistant Secretary
16175 N.W. 49th Avenue
Miami, Florida 33014

Si Bloom, Assistant Secretary
16175 N.W. 49th Avenue
Miami, Florida 33014

Eduardo Barros
16175 N.W. 49th Avenue
Miami, Florida 33014

ARTICLE X.

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

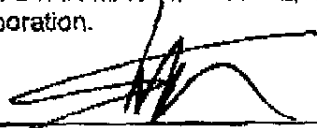
STEPHEN A. BLASS
One Southeast Third Avenue
Suite 2130
Miami, Florida 33131

ARTICLE XI.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of November, 2004.

TAURUS-WOTAN MACHINE TOOL, INC., a
Florida corporation.

By: 
STEPHEN A. BLASS, Organizer

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, to me well known, personally appeared STEPHEN A. BLASS, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this ____ day of November, 2004 in the County and State aforesaid.

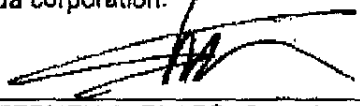
Yvonne Calvert, Notary Public,
State of Florida at Large
My Commission No:
My Commission expires:

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

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

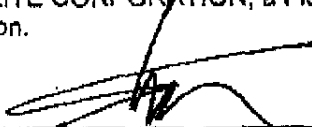
FIRST THAT TAURUS-WOTAN MACHINE TOOL, INC. DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN
THE ARTICLES OF INCORPORATION AT 16175 N.W. 49th Avenue, Miami, Florida 33014, HAS
NAMED **COPROLITE CORPORATION**, LOCATED AT 2130 SUNBANK INTERNATIONAL
CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

TAURUS-WOTAN MACHINE TOOL, INC., a
Florida corporation.

BY: 
STEPHEN A. BLASS, Organizer

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR
DUTIES.

COPROLITE CORPORATION, a Florida
corporation.

By: 
STEPHEN A. BLASS, Vice President

Dated: November __, 2004.

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, to me well known, personally appeared STEPHEN
A. BLASS, who deposes and states that he executed the foregoing Articles of Incorporation for the
purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this ____ day of
November, 2004, in the County and State aforesaid.

Yvonne Calvert, Notary Public
State of Florida at Large
My Commission No:
My Commission expires:

Handwritten: 455311

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DIVISION OF CORPORATIONS
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