



151 MAJORCA AVENUE SUITE C CORAL GABLES, FLORIDA 33134

TEL: (305) 444-8333
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P95000058272

July 11, 1995

Secretary of State
Department of State
Division of Corporations
P.O. Box 63127
Tallahassee, FL 32314

TEL: (850) 488-1717, T
07/3675, 01047, 0115
444-3275, 444-1275

Re: SPECIAL EQUIPMENT CORP.

Dear Sirs:

We are enclosing the following:

1. Articles of Incorporation of the subject company, duly executed
2. Check for \$122.50 covering:

Filing fee	\$ 35.00
certified copy	50.00
Registered Agent Designation	35.00

	\$122.50

Thank you for your assistance.

Very truly yours,

Francisco J. Fernandez

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RECEIVED JUL 28 1995

95 JUL 26 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OP

SPECIAL EQUIPMENT CORP.

The undersigned hereby certifies that the certificate of incorporation for the purpose of forming a corporation under the laws of the state of Florida, is subject to the following proviso:

ARTICLE ONE

The name of the corporation shall be

SPECIAL EQUIPMRNTS CORP.

ARTICLE TWO

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

ARTICLE THREE

The maximum number of shares it stock which the corporation will have outstanding at any time shall be two thousand shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful money of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$200,000.00 three hundred and twenty dollars.

ARTICLE FIVE

This Corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 151 Harrison Avenue, Suite 1, Stamford, CT, 06904. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation, originally there will be two Directors. The number of Directors, not less than one, shall be voted by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

STOCK OF DIRECTORS

Marcelo S. Dibra
Director-Chairman

Patricia Dibra
Director-Secretary

640 Brinkell Key Drive, Suite 1418
Miami, FL 33131

ARTICLE NINE

The names and post office addresses of the officers of this corporation are:

Marcelo S. Dibra
President

Patricia Dibra
Vice-President-Treasurer

640 Brinkell Key Drive, Suite 1418
Miami, FL 33131

ARTICLE TEN

The name and post office address of each subscriber to these Articles of Incorporation is:

Bernardine J. Hernandez
151 Marques Avenue
Coral Gables, FL 33134

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the board of Directors, of the shares of the capital stock as partly paid, subject to call thereon until the whole thereof shall have been paid.

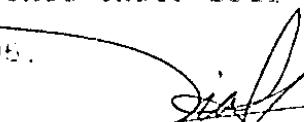
ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Frate, with offices located at 151 Majors Ave, Coral Gables, Florida, 33134 as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporators hereunto set their hand and affixed their seal on this twenty first day of July or 1995.


Francisco J. Fernández

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, duly authorized
to administer oaths and take acknowledgments, personally
appeared FRANCISCO J. FERNANDEZ who after first having been
duly sworn, executed the foregoing certificate of
Incorporation of SPECIAL EQUIPMNTS CORP., freely and
voluntarily for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed seal at Coral Gables, Dade County, Florida this
twenty-first day of July, A.D. 1989.


Notary Public
State of Florida Notary
By  R. MEDINA
COMMISSION # CG462C50
EXPIRES MAY 31, 1990
BONDED THRU
ATLANTIC BONDING CO., INC.

Personally known to me or produced identification

Type of identification produced

FILED

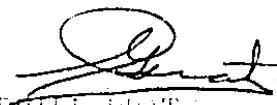
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter fifteen, Florida Statutes, the
following is submitted. In accordance with said statute,
SPECIAL EQUIPMENTS CORP., doing business under the laws
of the state of Florida with its principal office, as
indicated in the Articles of Incorporation as the city of
Miami, County of Dade, State of Florida, has named GABRIEL
PRATE with address at 1511 Lincoln Avenue, Coral Gables, Florida.

Having been named to accept service of process upon the
above-named corporation, at the place designated in the
certificate, I hereby accept it and in this capacity and
sense combine with the provisions of said statute, in so far as
keeping open and office.



GABRIEL PRATE