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 ((H96000000549)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: ALL-FITTINGS CORP.
 FAX AUDIT NUMBER: H96000000549 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 01/11/1996 TIME REQUESTED: 12:32:09
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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 DIVISION OF CORPORATIONS

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**Articles of Incorporation
of
All-Fittings Corp.**

Article I. Name

The name of this Florida corporation is All-Fittings Corp.

Article II. Address

The mailing address of the Corporation is:

All-Fittings Corp.
8370 W. Flagler St., Suite 110G
Miami, FL 33144

Article III. Capital Stock

The Corporation shall have the authority to issue 1,200 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Luis Agramunt
80 SW 8th Street, Suite 2068
Miami, FL 33130

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

International Company Formation, Inc.
80 SW 8th Street, Suite 2068
Miami, FL 33130
(305) 373-5802

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Carlos Caballero
Luis Agramunt
Maria del Carmen Grane

Article VI. Incorporator

The name and address of the incorporator is:

International Company Formation, Inc.
80 SW 8th Street, Suite 2068
Miami, FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 11, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on January 11, 1996.

International Company Formation, Inc.


Luis Agramunt, President

By: Luis A. Uriarte, as attorney-in-fact

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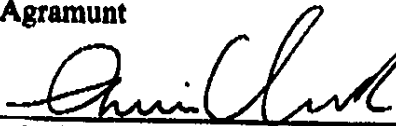
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
All-Fittings Corp.

REGISTERED AGENT:
Luis Agramunt
80 SW 8th Street, Suite 2068
Miami, FL 33130

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Luis Agramunt


By: Luis A. Uriarte , as attorney-in-fact

Date: January 11, 1996.

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