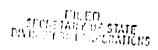


LAZARUS CORPORA	ATE INDUSTRIES, INC.
890 S.W. 87 AVE	ENUE, SUITE: 16
(Address)	
MIAMI, FLORIDA (City, State, 2	Zip) (Phone #)
	ATIVE TALLAHASSEE
(904)385-6715	A h halfan dalfa da an an an an an
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CORPORATION NA	ME(S) & DOCUMENT NUMBER(S) (if known):
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NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger
OTHER FILINGS	REGISTRATION/
Annual Report	QUALIFICATION
Fictitious Name	Foreign
Name Reservation	Limited Partnership
	Reinstatement
!	Trademark
CR2E031(10/92)	Other Examiner's Initials
_	(1/17/96

ARTICLES OF INCORPORATION

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HERRAMIENTAS INDUSTRIALES DE ARGENTINA INC. 96 JULI 7 FIL 1:53

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be :

HERRAMIENTAS INDUSTRIALES DE ARGENTINA INC.

The principal place of business and mailing address of this corporation shall be:

2055 NW 79TH AVE MIAHI, FL 33122

ARTICLE II NATURE OF THE BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each having \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

...

ARTICLE Y OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

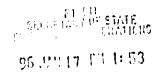
NAME	POSITION	<u>ADDRESS</u>
BRUND BARRA	PRESIDENT	226 QUINTANA AVE, FL.10B BUENOS AIRES, ARGENTINA
MAURICIO D. FÍBERTI	SEC/TREAS.	602 LIBERTADOR AVE, 20TH FL. BUENOS AIRES, ARGENTINA

ARTICLES VI INCORPORATOR(S)

The name(s) articles of	and street incorporate	t addreaa(ea) Lion ia(are):	of the incorporator(a) to theae
BRUNO BARRA		PRESIDENT	BUENOS AIRES, ARGENTINA
MAURICIO D.	FIBERTI	SEC/TREAS.	602 LIBERTADOR AVE, 20TH FL. BUENOS AIRES, ARGENTINA
IN WITNESS these Artic	HEREOF, th les of Inco	e undersigned erporation this	incorporator(a) has have executed a <u>Joyan day of DECEMBER</u>
	C.1		Incorporator(s)
	51	gnivare(B) 61	Incorporator(s)
		7111	
		1/2 Jun	
		The same of the sa	
STATE OF FLO	RIDA DADE		
MAURICIO D.	FIBERTI OF	HERRAMIENTAS	edged and aworn to before me this 5, BY <u>BRUNO BARRA, AND INDUSTRIALES DE ARGENTINA INC.</u> did not take an oath.
		Je	cost Plate
		Nota	cy Public

(SEAL)

TERESTA PELATI
Notary Public - State of Florida
My Commission Expires JUL 17, 1999
Commission # CC 480412



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

· 1.

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: HERRAMIENTA ARGENTINA INC.	S INDUSTRIALES DE
2. The name and address of the registered agent	and office is:
CESAR IGLESIAS	
2055 NW 79TH AVE	
(P.O. BOX NOT ACCEPTABLE)	
MIAMI, FL 33122	
(CITY/STATE/ZIP)	
SIGNATURE 🔀	
	orporate Officer)
TITLE	Pras
DATE	195
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCE FOR THE ABOVE STATED CORPORATION, AT THE PLACE DE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS R AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE T PROVISIONS OF ALL STATUTES RELATING TO THE PROPER PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES POSITION AS REGISTERED AGENT. SIGNATURE DATE DATE 12/24	SIGNATED IN THIS EGISTERED AGENT AND O COMPLY WITH THE AND COMPLETE AND OBLIGATIONS OF MY