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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMERSON CORPORATION, K1 COMPANY
DEPARTMENT OF STATE 1497 W. FLORIDA BLVD
STATE OF FLORIDA SUITE 200
400 N. G. LINDS STREET MIAMI, FL 33135-3284 3079
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 399-4000 PHONE: (305) 541-3691
FAX: (305) 541-3770
((H96000001657))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VICTOR EQUIPMENTS, CORP.

FAX AUDIT NUMBER: H96000001657

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/02/1998

TIME REQUESTED: 16:29:07

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

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ACCOUNT NUMBER: 072460003255

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95 FEB -5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

95 FEB -5 AM 8:16

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H96000001657

B & L Business Legal
141 NE 3rd Ave # 209
Miami, FL 33132
(305) 373-6211
ELYANE BECHTINGER

PREPARED BY:
B & L BUSINESS LEGAL, INC.
141 NORTH EAST 3RD AVENUE
MIAMI, FL 33132 (305) 373-6211
ELYANE BECHTINGER

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: **VICTOR EQUIPMENTS, CORP.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**18051 NW 68th Ave # K 209
Miami, Fl. 33015**

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**18051 NW 68th Ave # K 209
Miami, Fl. 33015**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

JAIR ALMEIDA

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95 FEB -5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

JAIR ALMEIDA -- PRESIDENT

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

JAIR ALMEIDA
18051 NW 68th Ave # K 209
Miami, FL 33015

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 22nd DAY OF January OF 1996.


Incorporator

H96000001657

H96000001657

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **VICTOR EQUIPMENTS, CORP.**, DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

JAIR ALMEIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

VICTOR EQUIPMENTS, CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 22 DAY OF January, 1996.



Registered Agent

H96000001657

H960000001657

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

JAIR ALMEIDA of VICTOR EQUIPMENTS, CORP.

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 22nd DAY OF January , 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



FILED
95 FEB -5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1960000001657

JUN-11 11:21 AM

1904 12400 P.09

996000010878

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
408 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770

DOCUMENT TYPE: BASIC AMENDMENT
NAME: VICTOR EQUIPMENTS, CORP.
FAX AUDIT NUMBER: H96000008708 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/21/1998 TIME REQUESTED: 11:48:02
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
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((H96000008708))
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Corporations - off + RA ✓
Linda

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95 JUN 24 PM 1:06
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TALLAHASSEE, FLORIDA

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JUN-24-1996 10:27 FROM

TO

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00/21/90 14:35 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 21, 1996

VICTOR EQUIPMENTS, CORP.
18051 N.W. 68TH AVE.
#K209
MIAMI, FL 33015

SUBJECT: VICTOR EQUIPMENTS, CORP.
REF: P96000010878

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: 896000008706
Letter Number: 696A00031007

Prepared By:
 Elyne Bechtlinger
 B&L Business Legal, Inc.
 141 NE 3rd Ave # 206
 Miami FL 33132
 305 373-6211



FILED (3)

96 JUN 24 PM 1:06

 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF VICTOR EQUIPMENTS, CORP.

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 - THE NEW PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, DIRECTOR AND REGISTERED AGENT FOR THIS CORPORATION WILL BE:

LUIZ ANTONIO DE OLIVEIRA

18051 NW 68 AVE
 STE K209
 MIAMI, FL 33015

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: JUNE 19TH 1996.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(s).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR APPROVAL BY _____

(Voting group)

SIGNED THIS 19TH DAY OF JUNE, 1996.
VICTOR EQUIPMENTS, CORP.

BY:

 (Signature)

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: JAIR ALMEIDA
 Title: PRESIDENT/INCORPORATOR

H9600008706

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H9 6000008706

B & L

PREPARED BY:
ELYANE BECHTOLD
B & L BUSINESS LEGAL, INC.
141 N.E. 3rd AVE, 9TH FLOOR
MIAMI, FL 33132 (305) 373-4111

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT VICTOR EQUIPMENTS, CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED LUIZ ANTONIO DE OLIVEIRA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF VICTOR EQUIPMENTS, CORP. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 19TH DAY OF JUNE, 1996.

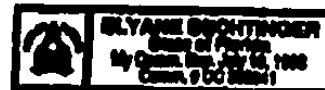


Registered Agent

BEFORE ME, THE UNDERSIGNED AUTHORITY,
APPEARED _____

_____, KNOWN TO ME
TO BE THE PERSON WHOSE NAME IS
SWORN TO AND SUBSCRIBED BEFORE ME
UNDER MY HAND AND SEAL THIS 6/19/96.

ELYANE BECHTOLD
SSN 030-96-6280



H9 6000008706