

*P96000074768*

MINTMIRE & ASSOCIATES  
ATTORNEYS AT LAW

265 SUNRISE AVENUE  
SUITE 204  
PALM BEACH, FLORIDA 33480  
TEL: (407) 832-5696  
FAX: (407) 659-5371

June 4, 1996

Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300001940503  
-09/06/96--01006--007  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
*19-1-96*

RE: Paul Loup Sultizer International, Inc.

Gentlemen:

Enclosed you will find Articles of Incorporation for Paul Loup Sultizer International, Inc. to be filed. Also enclosed is a check in the amount of \$122.50 which represents the following:

\$35.00	filing fee
\$52.50	certified copy fee
\$35.00	registered agent fee

If you have any questions or require additional information, please call me at (561) 832-5696.

Very truly yours,

*Donald F. Mintmire*

Donald F. Mintmire

DFM/lrc  
Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -5 PM 8:36

D. BROWN SEP 10 1996

EFFECTIVE DATE  
11/1/86

FILED  
DIVISION OF STATE  
REGISTRATIONS  
96 SEP -5 AM 8:36

ARTICLES OF INCORPORATION  
OF

PAUL LOUP SULTIZER INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Paul Loup Sultizer International, Inc. The principal place of business of this corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having \$.0001 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480, and the name of the registered agent of the corporation at that address is Donald F. Mintmire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -5 AM 8:36

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald F. Mintmiro, Esq.  
Mintmiro & Associates  
265 Sunrise Avenue  
Suite 204  
Palm Beach, Florida 33480.

ARTICLE VIII. EFFECTIVE DATE

The corporation shall commence its existence on September 1, 1996.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 30<sup>th</sup> day of August 1996.

Donald F. Mintmiro  
Donald F. Mintmiro

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) SS:

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 1996 by Donald F. Mintmiro, who is personally known to me or who has produced a valid driver's license as identification, driver's license # \_\_\_\_\_ and who (did/did not) take an oath.



Lisa R. Coppa  
Notary Public

Donald F. Mintmiro, having been designated to act as Registered Agent, hereby agrees to act in this capacity.

Donald F. Mintmiro  
Donald F. Mintmiro

03/04/97 09:56

304 42-2 9

1AM OFFICE

FILE 01

P96000074768

3/04/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

9:56 AM

((H97000003708 9))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000  
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686 FAX #: (305)672-9110  
NAME: PAUL LOUP SULTIZER INTERNATIONAL, INC.  
AUDIT NUMBER.....H97000003708  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0 PAGES..... 2  
CERT. COPIES.....0 DEL.METHOD.. FAX  
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
97 MAR -4 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W97-5024

C0524 01692, 00671

Per Jones  
Linder

March 4, 1997

PAUL LOUP SULTIZER INTERNATIONAL, INC.  
265 SUNRISE AVENUE  
SUITE 204  
PALM BEACH, FL 33480

SUBJECT: PAUL LOUP SULTIZER INTERNATIONAL, INC.  
REF: P96000074768

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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. #: H97000003708  
Letter Number: 697A00011050

H97000003708

FILED  
97 MAR -4 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF AMENDMENT

### Article I. Name

The name of this Florida corporation is Paul Loup Sultizer International Inc.

### Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Paul Loup Sultizer International Inc. to Southwest Equipment Holdings Corp.

### Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on March 4, 1997.

### Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on March 4, 1997.

Paul Loup Sultizer International Inc.

By: 

Brian R. Fons, Assistant Secretary

Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480  
561-832-5696

H97000003708