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FLORIDA DIVISION OF CORPORATIONS
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((H97000007704 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: OIL TOOLS INTERNATIONAL, INC.

AUDIT NUMBER.....H97000007704

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FILED
97 MAY -9 2:15 PM
TALLAHASSEE, FLORIDA

FILED
97 MAY -6 PM 1:00
TALLAHASSEE, FLORIDA

P. ONE MAY 9 - 1997

H97000007704

**ARTICLES OF INCORPORATION
OF
OIL TOOLS INTERNATIONAL, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

OIL TOOLS INTERNATIONAL, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is: 4995 N.W. 72 Avenue, Miami, Florida 33166.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 500 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 4995 N.W. 72 Avenue, Miami, Florida 33166 and the initial registered agent of this Corporation at that address shall be Tusi Bruce.

Prepared by: Armando E. Lacasa, Esq.
701 Brickell Ave, Ste. 1900
Miami, FL 33131
(305) 789-2700
FBN: 232203

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ARTICLE V
INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are:

Genaro Delgado Parker, 4995 N.W. 72 Avenue, Miami, Florida 33166; Luis Jauregui, 151 Crandon Boulevard, #725, Key Biscayne, Florida 33149, Armando Echeandia, Avenida 28 de Julio 631, Miraflores, Lima, Peru.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have 4 directors initially. The number of directors may be increased by the By-Laws to seven directors but shall never be less than one. The name and address of the initial directors of this corporation are Genaro Delgado Parker, 4995 N.W. 72 Avenue, Miami, Florida 33166, Luis Jauregui, 151 Crandon Boulevard, #725, Key Biscayne, Florida 33149, Armando Echeandia, Avenida 28 de Julio 631, Miraflores, Lima, Peru, and Armando E. Lacasa, 701 Brickell Avenue, Suite 1900, Miami, Florida 33131.

ARTICLE VII
OFFICERS

This corporation shall initially have 4 officers consisting of a President, an Executive Vice President for Latin America, a Vice President for Peru, and a Secretary. The number and type of officers may be changed from time to time by the bylaws, but shall never be less than one officer consisting of a President/Secretary. The name and address of the officers are Genaro Delgado Parker, 4995 N.W. 72 Avenue, Miami, Florida 33166 - President; Luis Jauregui, 151 Crandon Boulevard #725, Key Biscayne, Florida 33149 - Executive Vice President for Latin America; Armando Echeandia, Avenida 28 de Julio 631, Miraflores, Lima, Peru - Vice President for Peru; and Armando E. Lacasa, 701 Brickell Avenue, Suite 1900, Miami, Florida 33131 - Secretary.

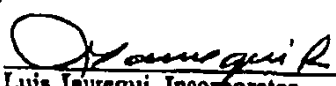
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ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or director any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 9th day of May, 1997.


Genaro Delgado Parker, Incorporator


Luis Jauregui, Incorporator


Armando Echeandia, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

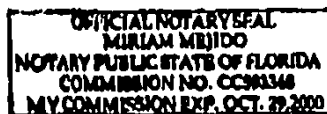
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Genaro Delgado Parker, Luis Jauregui and Armando Echeandia, who are personally known to me or have produced Genaro Delgado Parker personally known, Luis Jauregui: Texas D. License # 13414984 and Armando Echeandia as identification. Perman voter's registration # 10268414.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of May, 1997.


Notary Public, State of Florida

My Commission Expires:

Typed, printed or stamped name of Notary Public

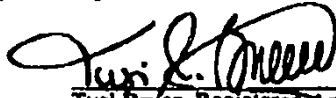


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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0305.


Tusi Bruce, Registered Agent

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97 MAY -9 PM 4:00
TALLAHASSEE, FLORIDA

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