

P 97000042100

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 NORTH TAMPA STREET, SUITE 2300
P O BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4396

400 CLEVELAND STREET
P O BOX 1669 (ZIP 34617)
CLEARWATER, FLORIDA 34615
(813) 441-8966 FAX (813) 442-8470

IN REPLY REFER TO

April 29, 1997

Clearwater

6
300002171863--7
-05/08/97--01120--019
***122.50 ***122.50

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

Re: HELM INVESTMENTS CORPORATION

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the referenced corporation, together with our firm check in the amount of \$122.50 (representing \$35 filing fee; \$52.50 certified copy; and \$35 registered agent designation).

If you have any questions, please do not hesitate to contact me; absent hearing from you, please return the appropriate confirmation that the articles have been properly filed with the Secretary of State.

Thank you for your cooperation in this regard.

Sincerely yours,



Harry S. Cline

HSC:koh
Enclosures

R. CHAMBERLAIN MAY 13 1997

ARTICLES OF INCORPORATION
OF
HELM INVESTMENTS CORPORATION

FILED
97 MAY -8 11 09 AM
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is HELM INVESTMENTS CORPORATION, whose place of business is located at 1200 Brickell Avenue, Suite 305, Miami, FL 33131.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7,500 shares at \$1.00 par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, Suite 800, Clearwater, FL 34615 and the name of the initial registered agent of this corporation at that address is HARRY S. CLINE.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have two (2) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James P. Fenton	1200 Brickell Avenue Suite 305 Miami, FL 33131	President/Director
J. Norman Powell	1200 Brickell Avenue Suite 305 Miami, FL 33131	Secretary/Director

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Harry S. Cline	400 Cleveland Street Suite 800 Clearwater, FL 34615

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

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

ARTICLE XIII
Amendment

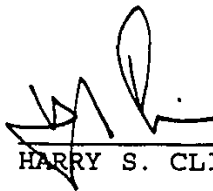
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to

by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of April, 1997.

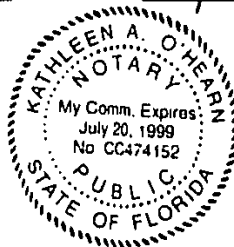


HARRY S. CLINE, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, HARRY S. CLINE, to me personally known or who has produced n/a as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 30th day of April, 1997.



Notary Public

Print Name KATHLEEN A. O'HEARN

My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for HARRY S. CLINE at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



HARRY S. CLINE

From: KATHY O'HEARN
To: KOH
Date: Thursday, April 17, 1997 5:32 pm
Subject: HELM INVESTMENTS CORPORATION

A wholly owned subsidiary of Helm Corporation f/k/a Helm International. Like the other, P/Director James P. Fenton 1200 Brickell Avenue, Suite 305, Miami, FL 33131; JNP Sec; HSC Registered Agent. 7,500 shares at \$1 --- go ahead and incorporate. Using as investment vehicle for business in Colombia.

FILED
97 MAY -8 AM 9:40
TALLAHASSEE, FLORIDA