

P97000046749

RAMON TOURGEMAN  
ATTORNEY AND COUNSELOR AT LAW  
P.O. BOX 800-111  
AVENTURA, FLORIDA 33280

Telephone Number (305) 792-0088  
Fax Number (305) 792-0676

FILED  
97 OCT -2 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 17, 1997

Florida Division of Corporations  
Dept. of State  
Overnight Mail  
409 E. Gaines Street  
Tallahassee, Florida 32301

800002309988--2  
-10/02/97--01069--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

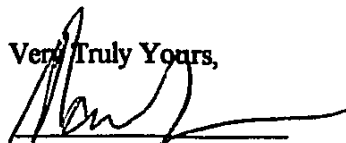
Re: Filing of enclosed Restatement of Articles of Incorporation for  
Equipex International Group, Inc.

Dear Filings Section,

Enclosed please find the original and one copy of the Restatement of Articles of Incorporation for Equipex International Group, Inc. a check for payment of the filing fee in the amount of thirty five dollars, and a self addressed return envelope. Please return to me the enclosed copy of the Articles together with the certificate of filing in the self addressed return envelope.

Thank you.

Very Truly Yours,

  
Ramon Tourgeman, Esq.

*Restated Articles*

VS OCT 9 1997

RESTATED  
ARTICLES OF INCORPORATION  
OF  
EQUIPEX INTERNATIONAL GROUP, INC.

**FILED**  
97 OCT -2 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WHEREAS, the shareholders of EQUIPEX INTERNATIONAL GROUP, INC. resolved unanimously on July 17, 1997 that it is in the best interests of the corporation and it's shareholders that the original Articles of Incorporation be restated and superseded by these Restated Articles Of Incorporation:

ARTICLE ONE

This corporation is organized and incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE TWO

The name of this corporation is EQUIPEX INTERNATIONAL GROUP, INC.

ARTICLE THREE

The principal office, business, and mailing address of the corporation is 825 South Bayshore Drive, Tower III, Suite 1849, Miami, Florida 33131.

ARTICLE FOUR

This corporation commence it's existence upon the filing of it's original Articles of Incorporation with the Secretary of State for the State of Florida on May 28, 1997, and the duration of it's existence is perpetual.

ARTICLE FIVE

This corporation has been organized for the purpose of conducting any business for profit which is permitted to be conducted in the State of Florida.

ARTICLE SIX

The total number of shares of stock which the corporation shall have the authority to issue is Seven-Thousand five hundred(7,5000) shares of common stock with a par value of one dollar per share.

The corporation is not authorized to issue any shares of stock other than common voting stock.

The shares of stock may be purchased with property, labor, services, stock in another corporation, or U.S. currency, provided that it is purchased at a just valuation as fixed by majority of the Directors at an appropriately held meeting.

All Stock is to be issued as fully paid and exempt from all assessments.

#### ARTICLE SEVEN

The name and Street address of the registered Agent for this corporation is: Edmundo M. Zevallos Pina, 825 South Bayshore Drive, Tower III, Suite 1849, Miami, Florida 33131.

#### ARTICLE EIGHT

The Board of Directors shall consist of a minimum of three persons, and the number of directors may be limited by the bylaws. Only those shareholders that own at least twenty per cent of the outstanding shares of the corporation shall be eligible to serve as Directors. If a director ceases to be a shareholder, then that Directors position on the board shall automatically be deemed to be vacant.

Directors shall be elected by a majority of the shareholders at a meeting at which a quorum is present.

The affirmative vote of a majority of the board members is required to adopt any Board resolution or take any other Board action.

The Board of Directors shall consist of the following persons, subject to their removal, until elections as prescribed in the by-laws are held.

1. Luiz Marcos Dos Santos
2. Juvenal A. Pina
- ✓ 3. Edmundo M. Zevallos
4. Luis R. Cancio

#### ARTICLE NINE

The corporation shall have five officer positions of President, Vice President, Executive Vice-President, Secretary, and Treasurer. The Officers shall be appointed by the Directors each year immediately after the annual meeting of the shareholders. Only shareholders shall be eligible to serve as Officers. If an Officer ceases to be a shareholder, then that Officer's position shall automatically be deemed to be vacant. The following persons shall hold the corresponding Officer positions until July 31, 1998:

- | <u>Name</u>               | <u>Position</u>          |
|---------------------------|--------------------------|
| 1. Luiz Marcos Dos Santos | President                |
| 2. Edmundo M. Zevallos    | Executive Vice-President |
| 3. Juvenal A. Pina        | Vice-President/Secretary |
| 4. Luis R. Cancio         | Vice-President/Treasurer |

#### ARTICLE TEN

The names and addresses of the shareholders who are commencing the business of this corporation and the number of shares held by each of them are:

NAME AND ADDRESS OF SHAREHOLDER      Number of shares Held

- |                           |       |
|---------------------------|-------|
| 1. Luiz Marcos Dos Santos | 3,000 |
| 2. Juvenal A. Pina        | 1,500 |
| 3. Edmundo Zevallos       | 1,500 |
| 4. Luis R. Cancio         | 1,500 |

ARTICLE ELEVEN

The power to adopt, repeal, alter, or amend these Articles and the by-laws, shall be held by the shareholders and Directors pursuant to the voting procedures and requirements set forth in these Articles and Bylaws of the corporation.

ARTICLE TWELVE

All Notices of Meetings of shareholders or Directors shall be prepared and delivered in strict compliance with the pertinent provisions set forth in Sections 607.0705 and 607.0141 of the Florida Statutes, and all Notices of Meetings shall include a description of the purpose or purposes for which the meeting is called.

ARTICLE THIRTEEN

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

ARTICLE FOURTEEN

All actions submitted for shareholder approval shall require the vote of a majority of the shareholders at a meeting at which a quorum is present. A quorum of shareholders shall consist of shareholders present at a meeting who combined hold at least a simple majority of the outstanding shares.

ARTICLE FIFTEEN

This corporation reserves the right to amend or repeal these Articles.

SIGNATURE AND CERTIFICATION

I, Luiz Marcos Dos Santos, as President of Equipex International Group, Inc., hereby certify that the foregoing are the true and correct Restated Articles of Incorporation as restated pursuant to the unanimous resolution of the Shareholders on July 17, 1997.

IN WITNESS WHEREOF, the undersigned as President of Equipex International Group, Inc., executed these Restated Articles of Incorporation this 17 day of July, 1997.

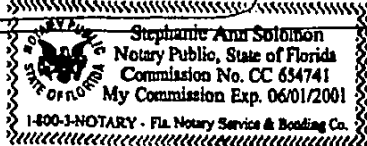
Equipex International Group, Inc.

By:   
Luiz Marcos Dos Santos, as President

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 17 day of July, 1997 by Luiz Marcos Dos Santos, as President of Equipex International Group, Inc., a Florida corporation, who is personally known to me or has produced his

\_\_\_\_\_ as identification.



Stephanie Solomon  
Notary

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, Edmundo M. Zevallos, having been named Resident Agent to accept service of process for the aforesaid corporation at the location designated in the foregoing Articles of Incorporation, hereby accept this position and designation, and I agree to comply with all pertinent statutory provisions relating to the proper and complete performance of my duties as Registered Agent.

Edmundo M. Zevallos  
Edmundo M. Zevallos  
825 South Bayshore Drive  
Tower III, Suite 1849  
Miami, Florida 33131