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FLORIDA DIVISION OF CORPORATIONS
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NAME: TOOLS SUPPLY USA CORP.
AUDIT NUMBER.....H97000015909
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1997

EMPIRE

SUBJECT: TOOLS SUPPLY USA CORP.
REF: W97000022009

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Becky McKnight
Document Specialist

FAX Aud. #: H97000015909
Letter Number: 797A00047438

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**ARTICLES OF INCORPORATION
OF
TOOLS SUPPLY USA CORP.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

TOOLS SUPPLY USA CORP.

The principal place of business and mailing address of this corporation shall be :

1237 NW 93 CT
Miami, FL 33172

ARTICLE II

This corporation may engage in or transact 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

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each having \$ 1.00 par value.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

Alberto Luis Melani	Pres./Director	Centenera 1386 1424 Buenos Aires, Argentina
Ricardo Gabriel Luaces	V/Pres.	Av. Asamblea 1072 Piso 7 Dto 28 1406 Buenos Aires , Argentina
Juan Pablo Lemarchand	Secretary	12708 NW 93 Ct. Miami, FL 33182

Prepared by:
Yolanda Duran, Accountant
Duran & Pelati Business Services
10300 Sunset Dr. # 465
Miami, FL 33172

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TALLAHASSEE, FLORIDA

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ARTICLE VIII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Alberto Luis Melani 500 shares
Centera 1386
1424 Buenos Aires, Argentina

Ricardo Gabriel Luaces 500 shares
Av. Asamblea 1072 Piso 7 Dto 28
1406 Buenos Aires, Argentina

ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

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ARTICLE VII

The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are) :

Juan Pablo Lemarchand 12708 NW 93 CT.
Miami, FL 33182

IN WITNESS WHEREOF, the undersigned incorporator (s) has have executed these Articles of
Incorporation this _____ day of _____ 1997

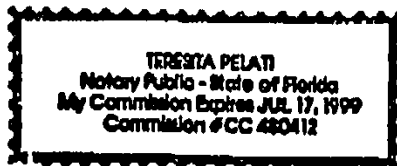
Signature (s) of Incorporator(s)

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged and sworn to before me this 24th day of September
1997, by Juan P. Lemarchand Pres. OF TOOLS Supply USA CORP. He is personally
known to me and did not take an oath.

Teresa Pelati
Notary Public

(SEAL)



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: **TOOLS SUPPLY USA CORP.**
2. The name and the address of the registered agent and office is:

**JUAN PABLO LEMARCHAND
1237 NW 93 CT
MIAMI, FL. 33172**

SIGNATURE

(Corporate Officer)

TITLE

DATE

9/24/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

(Registered Agent)

DATE

9/24/97

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