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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: U.S.A. WELDING SUPPLIES, INC.

AUDIT NUMBER.....H97000020452

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
U.S.A. WELDING SUPPLIES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is U.S.A WELDING SUPPLIES, INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is to be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal place of business and mailing address is 10990 S.W. 28 Street, Miami, Florida 33165.

These Articles prepared by:
Jose R. Pujols, Esq. (FBN: 936911)
2701 S.W. LeJeune Road, Suite 401
Coral Gables, Florida 33134
(305) 569-9533

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**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 10990 S.W. 28th Street, Miami, Florida 33165, and the name of its initial registered agent at such address, is Raul Rodriguez.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be one (1) director. The name and address of the director is :

Raul Rodriguez
10990 S.W. 28 Street
Miami, Florida 33165

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

Name
Raul Rodriguez

Address
10990 S.W. 28 Street
Miami, Florida 33165

**ARTICLE NINE
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE TEN
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, make and file these articles of incorporation this 10th day of December, 1997.


Raul Rodriguez

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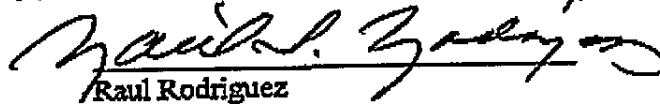
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

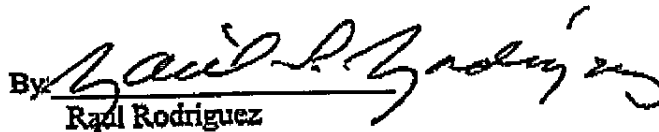
— THAT U.S.A. WELDING SUPPLIES, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT:

10990 S.W. 28 Street
Miami, Florida 33165

HAS NAMED RAUL RODRIGUEZ, LOCATED AT 10990 S.W. 28th Street, Miami, Florida
33165, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA


Raul Rodriguez

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

By 
Raul Rodriguez

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