

P 980000 17544

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February 19, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-02/23/98--01086--016
*****70.00 *****70.00

RE: CAPITAL MINING EQUIPMENT USA, INC.


Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent of the subject corporation. Please file the original and return a copy to the undersigned.

Also enclosed is our check in the amount of \$70 to cover your filing fee.

Thank you for your assistance in this matter.

Sincerely,


Rose K. Rayner
Legal Assistant to
Patrick F. Healy, Esq.

/rr
Enclosures

FILED
98 FEB 23 AM 9:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

nm 2-24-98

**ARTICLES OF INCORPORATION
OF
CAPITAL MINING EQUIPMENT USA, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

FILED
98 FEB 23 AM 9:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is CAPITAL MINING EQUIPMENT USA, INC.

ARTICLE II

The existence of the corporation shall begin on the filing of these articles.

ARTICLE III

The street address of the principal office of the corporation is 801 Cadez Street, N.E., Palm Bay, Florida 32905.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial registered agent for the corporation is PATRICK F. HEALY, ESQ. whose address is 700 S. Babcock St. Suite 400, Melbourne, FL 32901

ARTICLE VI

The initial board of directors shall consist of one (1) minimum member, maximum five (5) members. The names and addresses of the persons who will serve on the initial board of directors are:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Gilles Gauthier | 801 Cadez St., N.E., Palm Bay, FL 32905 |
| Micheline Gauthier | 801 Cadez St., N.E., Palm Bay, FL 32905 |

ARTICLE VII

The names and street addresses of the person signing these articles of incorporation are:

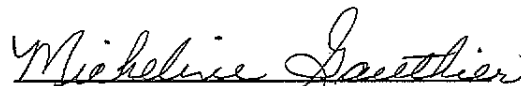
| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Gilles Gauthier | 801 Cadez St., N.E., Palm Bay, FL 32905 |
| Micheline Gauthier | 801 Cadez St., N.E., Palm Bay, FL 32905 |

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

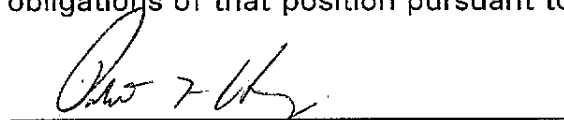
IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 10th day of February, 1998.


GILLES GAUTHIER


MICHELINE GAUTHIER

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CAPITAL MINING EQUIPMENT USA, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


PATRICK F. HEALY, ESQ.

Date: February 10, 1998