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LAW OFFICE OF
CRAIG A. JASLOW

ATTORNEY AT LAW
9351 FONTAINEBLEAU BLVD.
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February 26, 1998

Florida Department
of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500002443165--7
-02/27/98-01108-010
*****70.00 *****70.00

Re: Engine & Equipment Specialists, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for Engine & Equipment Specialists, Inc. I have enclosed a check in the amount of \$70.00 for the filing.

Also enclosed is a second original of the Articles of Incorporation. Please stamp and return the second original to me.

Thank you and please do not hesitate to call if you have any questions.

Sincerely,



Craig A. Jaslow

Via Federal Express
Enc.
CAJ:lj

FILED
98 FEB 27 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

422 3/2/98

ARTICLES OF INCORPORATION

FILED

OF

98 FEB 27 AM 9:04

ENGINE & EQUIPMENT SPECIALISTS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation pursuant to the laws of the State of Florida, hereby makes and files with the Department of State these Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is Engine & Equipment Specialists, Inc.

ARTICLE II DURATION

The period of existence of this corporation is perpetual.

ARTICLE III PURPOSE

The purpose for which this corporation is formed is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV POWERS

This corporation shall have the power to carry out any and all of its purposes, and said powers shall include, but not be limited to, the powers granted under the laws of the State of Florida.

ARTICLE V CAPITAL STOCK

The total authorized capital stock of this corporation is one thousand (1000) shares of common stock with a par value of one cent (\$0.01).

ARTICLE VI PRINCIPAL OFFICE

The location of the corporation's principal office is 7915 Camino Real, Suite N-415, Miami, Florida 33143.

ARTICLE VII
INITIAL REGISTERED AGENT

The address and name of the corporation's initial registered agent upon whom process against this corporation may be served is: Craig A. Jaslow, Esq., 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172.

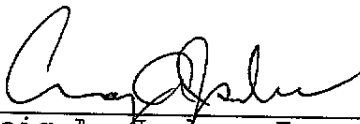
ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is: Craig A. Jaslow, Esq., 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of February, 1998.



Craig A. Jaslow, Esq.
Incorporator

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

Engine & Equipment Specialists, Inc.

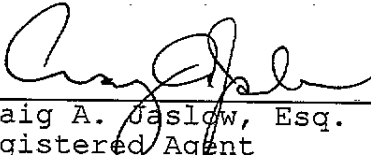
WITNESSETH

That **Engine & Equipment Specialists, Inc.**, desiring to organize under the laws of the State of Florida, and having its principal office at 7915 Camino Real, Suite N-415, Miami, Florida 33143, has named Craig A. Jaslow, Esq., whose address is 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172, as its registered agent/office to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the corporation, and agree to comply with the applicable provisions of Florida law.

Dated this 26th day of February, 1998.



Craig A. Jaslow, Esq.
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA