

P 9800027299

C.I.D.E.S.A, INC.  
151 Majorca Avenue, Suite C  
Coral Gables, FL 33134  
(305) 444-8333  
(305) 444-8334

FILED

98 MAR 23 PM 2:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 11, 1998

Secretary of State  
Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

600002464876--2  
-03/23/98-01056-013  
\*\*\*122.50 \*\*\*122.50

Re: KELLY TOOLS & BEARINGS, INC.

Dear Sirs:

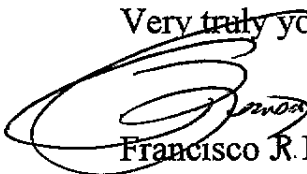
We are enclosing the following:

- 1) Articles of Incorporation of the subject company, duly executed.
- 2) Check for \$ 122.50 covering:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
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	\$ 122.50
	=====

Thank you for your assistance.

Very truly yours,



Francisco J. Fernández

P. Hall  
MAR 24 1998

**CERTIFICATE OF INCORPORATION**  
**OF**  
**KELLY TOOLS & BEARINGS, INC.**

FILED  
98 MAR 23 PM 2: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes this certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be

**KELLY TOOLS & BEARINGS, INC.**

ARTICLE TWO

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

ARTICLE THREE

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 500 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$ 500.00 ( FIVE HUNDRED 00/100 dollars).

## ARTICLE FIVE

This corporation shall have perpetual existence.

## ARTICLE SIX

Initially the principal office of the corporation shall be located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

## ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be eight directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

## ARTICLE EIGHT

The names and post office addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

### BOARD OF DIRECTORS

Eduardo Jimenez-Paredes  
Chairman-Director

Thelma Judith Rivera de Jimenez  
Director

Luis Fernando Westendorff  
- Director -

Luis Fernando Ruiz  
- Director -

Keny Eduardo Jimenez  
- Director -

Ana Cristina Jimenez  
- Director -

Carlos Adolfo Jimenez  
- Director -

Adolfo Rivera-Morales  
- Director -

151 Majorca Avenue, Suite C  
Coral Gables, FL 33134

#### ARTICLE NINE

The name and post office address of the officer  
of this corporation is :

Eduardo Jimenez-Paredes  
President, Treasurer & Secretary

151 Majorca Avenue, Suite C  
Coral Gables, FL 33134.

#### ARTICLE TEN

The name and post office address of each subscriber to  
these Articles of Incorporation is:

Francisco R. Fernandez  
151 Majorca Avenue, Suite C  
Coral Gables, FL 33134

#### ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or  
all of the businesses enumerated in Article Two of this Certificate, and  
shall have all the general and additional powers now and hereafter  
conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

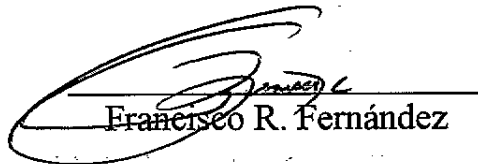
ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats, with offices located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

**IN WITNESS WHEREOF**, the undersigned incorporator has hereunto set their hand and affixed their seal on this eleventh day of March of 1998.

  
Francisco R. Fernández

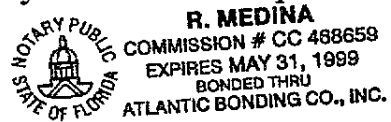
STATE OF FLORIDA  
COUNTY OF MIAMI DADE

Before me , the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO R. FERNANDEZ** who first having been duly sworn, personally known to me,executed the foregoing Certificate of Incorporation of **KELLY TOOLS & BEARINGS, INC.** freely and voluntarily for the purpose therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this eleventh day of March of 1998.



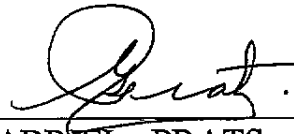
~~Rene Medina~~ -Notary Public-  
State of Florida at large-  
My Commission Expires



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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted,  
in compliance with said act:

**KELLY TOOLS & BEARINGS, INC.** desiring to organize under  
the laws of Florida with its principal office, as indicated in the Articles  
of Incorporation as the city of Miami, County of Dade, State of Florida has  
named **GABRIEL PRATS** with offices at 151 Majorca Avenue, Coral Gables,  
FL 33134. Having been named to accept service of process for  
the above stated corporation, at the place designated in this certificate, I hereby  
accept to act in this capacity, and agree to comply with the provision of said  
Act relative to keeping open said office.



GABRIEL PRATS

98 MAR 23 PM 2: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED