

3/30/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305)541-3770

NAME: CARMELO DIESEL, INC.

AUDIT NUMBER.....H98000006068

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

ARTICLE I.

NAME

The Name of the Corporation is, CARMELO DIESEL, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Prepared by : Michael A. Bander, Esq.
444 Brickell Ave., Suite 300
Miami, Florida 33131
FL. Bar # 17-196-7
Phone: 305-358-5800

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares with par value of \$1.00.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is: 444 Brickell Ave.
Suite 300: Miami, Florida 33131.

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ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation:
444 Brickell Ave. Suite 300: Miami, Florida 33131.

ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME

Carmelo Meletto

President

Julieta Contreras de Meletto

Vice-President

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ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: Carmelo Meletto;
444 Brickell; Miami, FL 33131.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 4th day of November 1997.


Carmelo Meletto

Incorporator

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STATE OF FLORIDA)

COUNTY OF DADE)

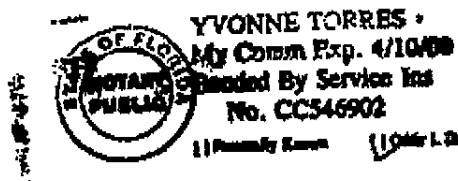
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I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments personally appeared before me Carmelo Meletto to be the person described herein as the Incorporator, and who executed the foregoing Articles of Incorporation, and he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 4th of November 1.997


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is: CARMELO DIESEL, INC
2. The name and address of the Registered Agent and office is:
Register Agent Services Corporation
444 Brickell Ave. Suite 300: Miami, Florida 33131

SIGNATURE



Registered Agent Services Corporation
By: Carmelo Meletto
President

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TALLAHASSEE, FLORIDA