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CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ARIES EQUIPMENT LEASING, INC.

AUDIT NUMBER.....H98000009021

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1998

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FAX Aud. #: H98000009021
Letter Number: 698A00026758

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**ARTICLES OF INCORPORATION
OF**

ARIES EQUIPMENT LEASING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this corporation is ARIES EQUIPMENT LEASING, INC., and its principle place of business is 1501 N.W. 97th Avenue, Miami, Florida 33172.

ARTICLE TWO

DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSES

The general purpose for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

AUTHORIZED SHARES

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

RAUL GASTES, JR.
ATTORNEY AT LAW, P.A.
A PROFESSIONAL ASSOCIATION
225 ALCAZAR AVENUE
CORAL GABLES, FL 33134

(305) 567-5885
FBN-825718

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ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 1501 N.W. 97th Avenue, Miami, Florida 33172, and the name of its registered agent at such address is Delsy Perez.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Delsy Perez - President, Secretary
1501 N.W. 97th Avenue
Miami, Florida 33172

Delse Perez - Vice President, Treasurer
1501 N.W. 97th Avenue
Miami, Florida 33172

ARTICLE SEVEN

INCORPORATORS

The names and address of the incorporators are:

Delsy Perez - President, Secretary
1501 N.W. 97th Avenue
Miami, Florida 33172

Delse Perez - Vice President, Treasurer
1501 N.W. 97th Avenue
Miami, Florida 33172

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Executed by the undersigned at Miami, Dade County, Florida, this 13th day of May, 1998.

Delsy Perez
DELSY PEREZ

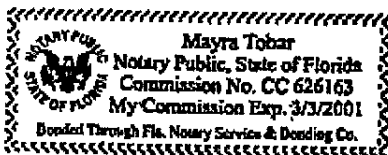
STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Delsy Perez to me
known to be the person described herein or who provided _____
as identification, who subscribed the above Articles of Incorporation and who freely and
voluntarily acknowledged before me according to law that he made and subscribed the
same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
at Miami, Dade County, Florida this 13th day of May, 1998.

Mayra Tobar
NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:



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ACKNOWLEDGMENT OF APPOINTMENT

BY REGISTERED AGENT

Having been named as registered agent for ARIES EQUIPMENT LEASING, INC., at 1501 N.W. 97th Avenue, Miami, Florida 33172, I hereby agree to act in such capacity and agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, relative to the complete and proper performance of the duties of registered agent, and am familiar with and accept the obligations of registered agent.

Delsy Perez
Registered Agent: DELSY PEREZ

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