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Lorraine F. Reynolds  
Tax Accountant  
P.O.B. 540175  
Greenacres, FL 33454-0175

JUNE 24, 1998

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
THE CAPITAL  
TALLAHASSEE, FLORIDA 32302

000002606070--7  
-08/03/98--01118--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: U.S. EQUIPMENT BROKERS, INC.

GENTLEMEN:

ATTACHED ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF  
INCORPORATION OF THE ABOVE REFERENCED CORPORATION.

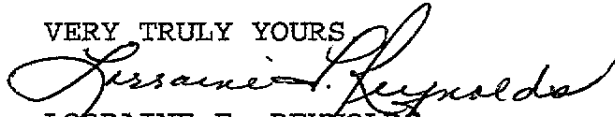
ALSO ATTACHED IS A CHECK FOR \$ 122.50 TO COVER THE COST OF  
THE FOLLOWING:

FILING FEE	\$ 35.00
CERTIFIED COPY	52.50
REGISTERED AGENT FEE	35.00

TOTAL \$ 122.50

THANK YOU FOR YOUR ATTENTION CONCERNING THIS MATTER.

VERY TRULY YOURS

  
LORRAINE F. REYNOLDS  
LORRAINE F. REYNOLDS P.A.

CC: U.S. EQUIPMENT BROKERS, INC.  
ATTACHMENT: CHECK # 1037

FILED  
98 AUG -3 AM 9:58  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

JB  
8-7-98  
4

ARTICLES OF INCORPORATION

OF

U.S. EQUIPMENT BROKERS, INC.

THE UNDERSIGNED SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, DOES HEREBY FORM THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLES 1: NAME

THE NAME OF THIS CORPORATION IS : U.S. EQUIPMENT BROKERS, INC.

ARTICLE II; PURPOSE

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III: CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF COMMON STOCK VALUED AT ONE DOLLAR ( \$ 1.00 ) PAR VALUE.

ARTICLE IV: PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER, UPON SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF, ( AS NEARLY AS MAY BE DONE WITHOUT THE ISSUE OF FRACTIONAL SHARES ) AT THE PRICE WHICH IT IS OFFERED TO OTHERS.

ARTICLE V: REGISTERED AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS :

HARRY DA MATO  
6293 SUMMER SKY LANE  
GREENACRES, FLORIDA 33463

ARTICLE VI: CORPORATION ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS:

6412 MELALEUCA LANE  
LAKE WORTH FLORIDA 33463

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TALLAHASSEE, FLORIDA

ARTICLE VII: BOARD OF DIRECTORS

THERE WILL BE NO BOARD OF DIRECTORS FOR THIS CORPORATION.  
THE CORPORATION WILL BE RUN SOLEY BY ITS SHAREHOLDERS.

ARTICLE VIII: INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL SIGNING THESE  
ARTICLES OF INCORPORATION IS:

HARRY R. DA MATO  
6412 MELALEUCA LANE  
LAKE WORTH FLORIDA 33463

ARTICLE IX: BY LAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL THE BY-LAWS  
SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE X: RESTRICTION ON STOCK TRANSFER

SHARES HELD BY THE INITIAL SHAREHOLDER MAY NOT BE RESOLD OR  
OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES  
ARE FIRST OFFERED TO THIS CORPORATION. THE PRICE AND TERMS  
AT WHICH, AND THE TIME WITHIN SUCH SHARES MAY BE SOLD, SHALL  
BE FURTHER SPECIFIED BY WRITTEN AGREEMENT BETWEEN THE  
SHAREHOLDER AND THIS CORPORATION.

ARTICLE XI: INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR FORMER  
OFFICER TO THE FULL EXTENT PERMITTED BY LAW.


ARTICLE XII: AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY  
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION OR  
ANY OTHER AMENDMENT HERETO AND RIGHT CONFERRED UPON THE  
SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XIII: INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN  
BUSINESS IS ONE THOUSAND DOLLARS ( \$ 1000.00 )

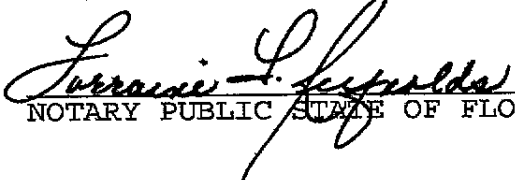
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED  
THESE ARTICLES OF INCORPORATION.

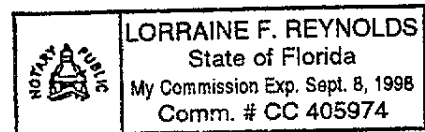
  
HARRY DA MATO  
6/24/98  
DATE

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE  
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE,  
PERSONALLY APPEARED THE NAMED INDIVIDUAL, SET FORTH AS THE  
SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, WHO IS  
PERSONALLY KNOWN TO ME, AND KNOWN BY ME TO HAVE EXECUTED  
SAME.

IN WITNESS WHEREOF, I HAVE SET MY HAND, AND AFFIXED MY  
OFFICIAL SEAL IN THE STATE OF FLORIDA, COUNTY OF PALM BEACH,  
THIS 24TH DAY OF JUNE, 1998.

  
NOTARY PUBLIC STATE OF FLORIDA  
6-24-98  
DATE



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, BEING APPOINTED AS REGISTERED AGENT OF  
U.S.EQUIPMENT BROKERS, INC. ACCEPTS THE APPOINTMENT AS  
REGISTERED AGENT SIMULTANEOUSLY WITH BEING DESIGNATED AS  
SUCH REGISTERED AGENT.

  
HARRY DAMATO  
6/24/98  
DATE

FILED  
98 AUG -3 AM 9:58  
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TALLAHASSEE, FLORIDA