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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FL, 32304.

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-08/20/98--01018--015  
\*\*\*\*122.50 \*\*\*\*122.50

MIAMI, FL. 14 AUGUST 1998.

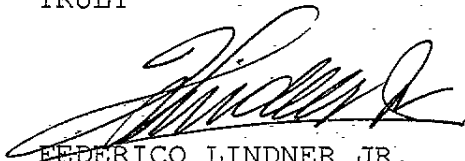
DEAR SIR:

ENCLOSED, PLEASE FIND THE ARTICLES OF INCORPORATION  
OF ANDES MACHINERY COMPANY, FOR THE PURPOSE OF FILING  
THEM.

ENCLOSED, PLEASE ALSO FIND MY CHECK #730 IN THE AMOUNT  
\$122.50 TO COVER FOR SUCH FILING.

THANKING YOU FOR YOUR ATTENTION, I REMAIN,

TRULY



FEDERICO LINDNER JR.  
RESIDENT AGENT.  
2720 SW. 37 AVE.  
MIAMI, FL. 33133.

FILED  
98 AUG 20 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. Hall  
AUG 21 1998

ARTICLES OF INCORPORATION  
OF

ANDES MACHINERY COMPANY

FILED

98 AUG 20 AM 10:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit, it is:

ARTICLE I

The name of the corporation shall be:

ANDES MACHINERY COMPANY

ARTICLE II

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

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is of 1000 shares of common stock, and which common stock shall have a par value of \$1.00 per share.

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

#### ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

#### ARTICLE VI

The existence of the corporation is perpetual.

#### ARTICLE VII

The street address of the initial registered office of this corporation is 2720 S. W. 37TH AVENUE, MIAMI, FL. 33133 and the name of the initial registered agent of this corporation at that address is FEDERICO LINDNER JR.

#### ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than two (2) nor more than five (5) directors. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
FEDERICO LINDNER JR.	PRESIDENT-SECRETARY	8752 SW. 12TH STREET APT. 102 MIAMI, FL. 33174
FEDERICO LINDNER III	TREASURER	7501 SW. 30TH TERRACE, MIAMI, FL. 33155

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

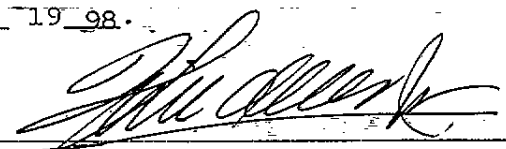
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
FEDERICO LINDNER JR.	8752 SW. 12TH STREET APT. 102 MIAMI, FL. 33174	500	\$500.00

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under S 1244 of the Internal Revenue Code in order for the stockholders of the corporation to receive the benefits thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

6 day of AUGUST 1998.

  
FEDERICO LINDNER JR.

  
FEDERICO LINDNER III

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT ANDES MACHINERY COMPANY  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI  
COUNTY OF MIAMI-DADE LOCATED AT: 2720 SW. 37TH AVENUE  
CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
Corporate Officer

Title PRESIDENT

Date 7 AUGUST 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
RESIDENT AGENT

Date: 7 AUGUST 1998

FILED  
98 AUG 20 AM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:

COUNTY OF MIAMI-AMIAMI:

I hereby certify that on this day, personally appeared before me, an officer duly authorized to take acknowledgements and administer oaths in the State of Florida,


FEDERICO LINDNER JR. AND FEDERICO LINDNER III

L 535-245-26-485-0 L 535-250-59-176-0

to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESSETH my hand and official seal this 8 day of August, 1998, at MIAMI-DADE county of DADE, State of Florida.

OFFICIAL NOTARY SEAL  
JAVIER PINO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC422459  
MY COMMISSION EXP. NOV. 21, 1998

  
Notary Public, State of Florida at Large

FILED  
98 AUG 20 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA