

KIRKPATRICK & LOCKHART LLP

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October 9, 1998

New Filings
Bureau Chief/Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-10/21/98--01044--007
*****78.75 *****78.75

Re: Caribequip Corp.

Ladies and Gentlemen:

Enclosed for filing with the Secretary of State of Florida are duplicate copies of Articles of Incorporation for Caribequip Corp., a proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 in payment of filing fees, registered agent designation fees and a certified copy. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Clayton E. Parker

cc: Clayton E. Parker, Esq.

MI-68075.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 PM 2:45

ARTICLES OF INCORPORATION
OF
CARIBEQUIP CORP.

The undersigned, acting as incorporator of CARIBEQUIP CORP., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is CARIBEQUIP CORP..

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart, LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

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ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Clayton E. Parker.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

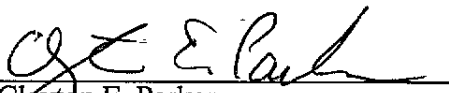
Name

Address

Clayton E. Parker

c/o Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of October, 1998.


Clayton E. Parker,
Incorporator

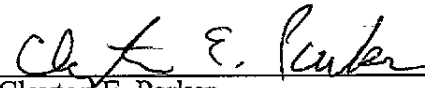
CERTIFICATE OF REGISTERED AGENT

OF

CARIBEQUIP CORP.

Having been named to accept service of process for CARIBEQUIP CORP., at the place designated in the foregoing Articles of Incorporation, Clayton E. Parker agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: Oct. 15, 1998



Clayton E. Parker

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