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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

special machinery & equipment, corp.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
SPECIAL MACHINERY & EQUIPMENT, CORP**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

*The name of the corporation is **SPECIAL MACHINERY & EQUIPMENT, CORP***

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

**OSCAR ZULUAGA
6039 COLLINS AVENUE - SUITE 301
MIAMI BEACH, FL 33173 - USA**

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

6039 COLLINS AVENUE - SUITE 301
MIAMI BEACH, FL 33173 - USA

ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be four (04) initially. The name and street address of the initial Directors are:

JORGE RESTREPO
OSCAR ZULUAGA
AICARDO MOLINA
FREDDY MOLINA
6039 COLLINS AVENUE - SUITE 301
MIAMI BEACH, FL 33173 - USA

ARTICLE VI: OFFICERS

The initial President, Vice-president, Secretary and Treasurer of the Corporation are:

JORGE RESTREPO, President
OSCAR ZULUAGA, Vice-president
AICARDO MOLINA, Secretary
FREDDY MOLINA, Treasury

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

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ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

OSCAR ZULUAGA
6039 COLLINS AVENUE - SUITE 301
MIAMI BEACH, FL 33173 - USA

ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

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*IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
16 DAY OF AUGUST 1999.*


OSCAR ZULUAGA
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the 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:

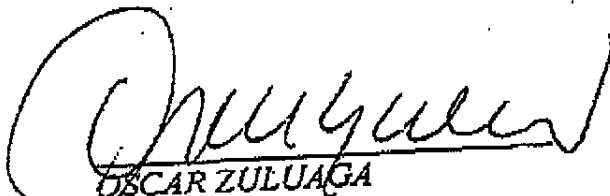
*The name of this corporation is **SPECIAL MACHINERY & EQUIPMENT, CORP***

The name and address of the Registered Agent and Registered Office is:

**OSCAR ZULUAGA
6039 COLLINS AVENUE - SUITE 301
MIAMI BEACH, FL 33173 - USA**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED: AUGUST 16, 1999


OSCAR ZULUAGA
Incorporator

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