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ATT: DIVISION OF CORPORATION  
FL. DEPARTMENT OF STATE

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-08/24/99--01015--003  
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Dear Sir/Madam:

We are sending you the Articles of Incorporation of MEDLEY  
HYDRAULIC SUPPLIES INC.

We will appreciate if you send it back to our mailing address,  
it is

P. O. BOX 823886  
South Florida, Fl. 33082-3886

Thank you for your help in this matter.

Sincerely,

MEDLEY HYDRAULIC SUPPLIES INC.

FILED  
99 AUG 24 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OB  
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ARTICLES OF INCORPORATION  
OF  
MEDLEY HIDRAULIC SUPPLIES INC.

**FILED**  
99 AUG 24 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves together under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities for a Corporation for profit, generally and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida

ARTICLE ONE  
Name of the Corporation

The name of this Corporation shall be:

**MEDLEY HYDRAULIC SUPPLIES INC.**

ARTICLE TWO  
NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

Any activity and business permitted under the Laws of the State of Florida.

ARTICLE THREE  
Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares, each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

**ARTICLE FOUR**  
**Initial Capital**

The amount of capital with which this Corporation shall begin business shall be: Five Hundred Dollars (\$500.00)

**ARTICLE FIVE**  
**Term of Existence**

This Corporation shall be perpetual existence.

**ARTICLE SIX**  
**Principal Office**

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

9010 N.W. 93 ST.  
MEDLEY, FL. 33178

**ARTICLE SEVEN**  
**Directors**

There shall be a Board of Directors for this Corporation which consist of TWO persons. the number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than ONE. Each of said Directors shall be of full age and all of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

**ARTICLE EIGHT**  
**Initial Board of Directors**

The names and addresses for the first Board of Directors is as follows:

NAME	ADDRESS	OFFICE
CARLOS R. MONGE	9010 N.W. 93 ST MEDLEY, FL. 33178	PRESIDENT
CARLOS MARRERO	9010 N.W. 93 ST MEDLEY, FL. 33178	V/PRESIDENT

**ARTICLE NINE**  
**SUBSCRIBERS**

The name and addresses of each subscriber to these Articles of Incorporation and the number of stocks each agrees to purchase are:

NAME	ADDRESS	NO. OF SHARES
CARLOS R. MONGE	9010 N.W. 93 ST MEDLEY, FL. 33178	250
CARLOS MARRERO	9010 N.W. 93 ST MEDLEY, FL. 33178	250

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

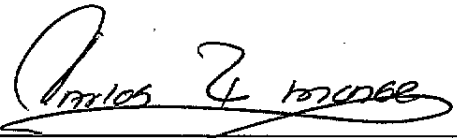
**ARTICLE TEN**  
**Conflict of Interest**

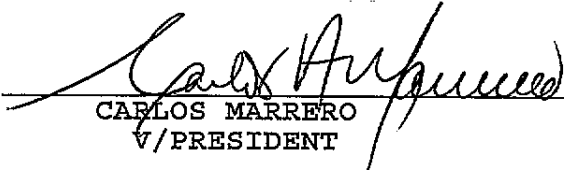
No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party too, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of directors of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

**ARTICLE ELEVEN**  
**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purpose stated therein this 19th day of August, 1999.

  
CARLOS R. MONGE  
PRESIDENT

  
CARLOS MARRERO  
V/PRESIDENT

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. THE NAME OF THE CORPORATION IS:

MEDLEY HYDRAULIC SUPPLIES INC.

2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

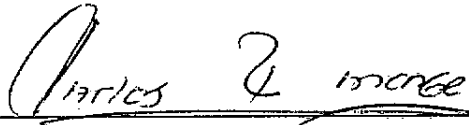
CARLOS R. MONGE  
9010 N.W. 93 STREET  
MEDLEY, FL. 33178

  
CARLOS MARRERO  
V/PRESIDENT

FILED  
99 AUG 24 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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 PROVISSIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFO RMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

8-19-99