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CERTIFICATE OF INCORPORATION
OF
CORPORACION DEL COBRE (U.S.A.), INC.

Under Section 402 of the Business Corporation Law

WE, THE UNDERSIGNED, all of the age of twenty-one years or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of New York, do hereby certify:

FIRST: The name of the corporation is CORPORACION DEL COBRE (U.S.A.), INC.

SECOND: The purposes for which it is formed are as follows:

To buy, sell, lease, distribute, import, export, trade and deal in all kinds and types of earth moving and other heavy duty machinery, equipment and parts and all other things of kindred or like nature.

To import, export, buy, sell, trade and deal as principal or as broker or commission agent, raw materials and commodities of all kinds and to engage in any business which may seem advantageous or useful in connection therewith.

To carry on business at any place or places within the jurisdiction of the United States of America, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real or personal property at any such place or places.

To act as agent or factor for any person, firm or corporation, private, public or municipal, or any foreign government or agency thereof.

To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm, corporation, private, public or municipal, body politic under the government of the United States of America, or any state, territory or colony thereof or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized under the Business Corporation Law of the State of New York.

To borrow money for its corporate purposes, and to make, accept, indorse, execute and issue promissory notes, trust receipts, bills of lading, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, assignment or otherwise.

To purchase or otherwise acquire the whole or any part of the business, good will, name and assets of any person, firm or corporation engaged in a business of the same general character as that for which this corporation is organized, and to assume any indebtedness of any such person, firm or corporation.

To apply for, obtain, register, purchase, lease or otherwise acquire, hold, use, introduce, develop or control, sell, assign or otherwise dispose of, take or grant licenses or other rights with respect to, and in any and all ways exploit or turn to account inventions, improvements, processes, copyrights, patents, trademarks, formulae, trade names and distinctive marks and similar rights of any and all kinds whether granted, registered or established by or under the laws of the United States of America or of any state, country, authority or place.

To purchase, lease and otherwise acquire such real property, improved or unimproved, as may be necessary or convenient for any purpose of the

corporation including stores, shops, warehouses, offices and similar premises; and upon lands owned or leased by it or elsewhere to construct, erect and maintain stores, shops, warehouses or other structures or buildings for or in connection with its said business or any branch thereof; and to hold, maintain, conduct, use and operate and to lease, sell, mortgage or otherwise dispose of any real property of any character owned or in any manner held by it, upon any terms.

To purchase, subscribe to, acquire, hold and dispose of the stocks, bonds and other securities or evidences of indebtedness of any other association or corporation, domestic or foreign, for whatever purpose organized and in whatever business engaged, and to issue in exchange therefor its own stock, bonds or other obligations or to pay therefor in cash or otherwise; to hold for investment, own, use, sell, deal in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose; to do any acts or things necessary or proper for the protection or development of any such association or corporation or for the preservation, improvement or enhancement of the value of any such stocks, bonds or other securities, or any acts or things designed for any such purposes; and to control and manage the affairs and take over and carry on all or any part of the business or property of any such corporation.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.


THIRD: The office of the corporation in the State of New York is to be located in the City of New York, County of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is two hundred thousand (200,000), each having a par value of \$1.00 per share and all of which are of the same class.

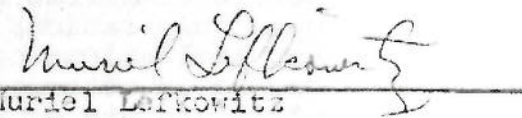
FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

William G. Kaelin
29 Broadway
New York, New York 10006

IN WITNESS WHEREOF, we have made and signed this Certificate this 7th day of December, 1974 and we affirm the statements contained therein as true under penalties of perjury.



William G. Kaelin
29 Broadway
New York, New York 10006



Muriel Lefkowitz
29 Broadway
New York, New York 10006