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MIAMI FL 33135- -
CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ITS/TWI J.V., INC.

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95 JAN 27 AM 8:09
DIVISION OF CORPORATIONS

COREY S. HOFFMAN
3250 HAVY ST. #400
COCONUT GROVE, FL 33133
(305) 442.4333
FL. BAR NO. 229776

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ARTICLES OF INCORPORATION
OF
ITS/TWI J.V., INC

The undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby associates themselves to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is: ITS/TWI J.V., INC.

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

THIRD: The maximum number of shares which this corporation is authorized to have outstanding at any time shall be 100 shares, having a One (\$1.00) Dollar value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than One Hundred (\$100.00) Dollars.

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FIFTH: The corporation is to have perpetual existence.

SIXTH: The principal place of business of this corporation shall be: 3250 MARY ST. #204, COCONUT GROVE, FL 33133

SEVENTH: The number of directors constituting the initial board of directors are five (5).

EIGHTH: The name and post office address of the President, Vice-President, Secretary/Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

President: Mark Brooks
Vice President: Claire Weintraub Caballos
Secretary: Todd Eckstein
Treasurer: Claire Weintraub Caballos

NINTH: The name and post office addresses of the incorporators are:
Claire Weintraub Caballos 3250 Mary St. #204, Coconut Grove, Fl.
Todd Eckstein 3250 Mary St. #204, Coconut Grove, Fl.
Mark Brooks 3250 Mary St. #204, Coconut Grove, Fl.

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

IN WITNESS WHEREOF, the parties have hereunto set their hands

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and seals on this 19 day of January, 1995.

Todd Eckstein (REAL)
 TODD ECKSTEIN - INCORPORATOR

Mark Brooks
 MARK BROOKS - INCORPORATOR

Claire Weintraub Ceballos
 CLAIRE WEINTRAUB CEBALLOS - INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared CLAIRE WEINTRAUB CEBALLOS, TODD ECKSTEIN and MARK BROOKS and acknowledged the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of January, 1995.

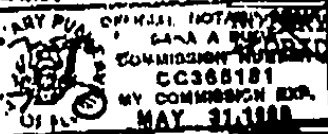
My Commission Expires:

FLORIDA DRIVER LICENSE

C142-119-65-96

B6. 571-57-257-0

E 235-80 1-63-294



[Signature]

NAME OF NOTARY PUBLIC

Personally known to me; or
 Produced identification

 Did take an oath
 Did not take an oath

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

ITS/TWI J.V., INC.

Pursuant to Chapter 607.0501 Florida statutes, the following is submitted, in compliance with said Act:

First-That ITS/TWI J.V., INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in Dade County, State of Florida has named MARK BROOKS, 3250 MARY ST. #204, COCONUT GROVE, Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: MARK BROOKS (M.B.)
MARK BROOKS, REGISTERED AGENT

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