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CASS & GRAHAM

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

1808 WEST HILLS AVENUE
TAMPA, FLORIDA 33606

(813) 254-8224
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October 21, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100003024091--4
-10/25/99--01108--018
****70.00 ****70.00

EFFECTIVE DATE
10-21-99

Greetings:

Please file Articles of Incorporation for TIANGUEX INC.

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

FILED
99 OCT 25 AM 8:19
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The term TIANGUEX means the ancient market of the Aztecs, "Tiangue" for market and "X" for exchange.

T. Burch JAN 5 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 27, 1999

ANDREW L. GRAHAM
1808 WEST HILLS AVE
TAMPA, FL 33606

SUBJECT: TIANGUEX INC.
Ref. Number: W99000024764

We have received your document for TIANGUEX INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 799A00051582

ARTICLES OF INCORPORATION
OF
TIANGUEX INC.

EFFECTIVE DATE
10-21-99

FILED
99 OCT 25 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is TIANGUEX INC.

ARTICLE II ADDRESS

The corporation's address is VISPAL 1636, P.O. Box 026364, Miami, Florida 33102-5314.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence October 21, 1999; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

5.1. Authorized Shares. The corporation is authorized to issue 10,000,000 shares of common stock, each having a par value of \$00.0001, and 10,000,000 shares of preferred stock.

5.2. Preferences, Privileges, Restrictions and Rights.

5.2.1. Common Shares. Each common share confers the same rights and privileges as conferred by every other common share. Common shareholders do not have preemptive rights.

5.2.2. Preferred Shares. The corporation may issue preferred shares in one or more series. The Board of Directors is authorized to determine, in the manner provided by law, the preferences, limitations, and relative rights of each series. Each series must be given a distinguishing designation. All shares within a series must have preferences, limitations, and relative rights identical with those of all other shares of the same series and, except to the extent otherwise provided in the description of the series, those of other preferred shares. The preferences, limitations and relative rights the Board of Directors may consider include, among others, (i) the rates, times of accrual and payment of dividends; (ii) the amount or amounts payable upon, and the manner of, redemption; (iii) the amount or amounts payable upon liquidation, dissolution or winding-up of the Corporation; (iv) par values; (v) stated values; (vi) sinking fund provisions; (vii) the terms and rates of conversion or exchange; and (viii) voting rights. Except as provided in these Articles of Incorporation, preferred shareholders will not be entitled to participate in the earnings or assets of the corporation. The Board of Directors may from time to time increase the number of shares of any series by providing that any unissued preferred shares will constitute part of a particular series, or may decrease (but not below the number of outstanding shares) the number of shares of any series by providing that any unissued shares previously assigned to a particular series will no longer constitute part of that series. To effectuate an increase or decrease in the number of shares of a series, the Board of Directors may fix or alter the terms of any unissued preferred shares. Preferred shares purchased or otherwise acquired by the corporation in any manner whatsoever will be immediately retired and canceled after the acquisition. Upon their cancellation, all such shares will become authorized but unissued preferred shares reissuable as a part of the same series or as part of a new series of preferred shares to be created by resolution or resolutions of the Board of Directors.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1808 W. Hills Avenue, Tampa, Florida 33606 and the initial registered agent at that same address is Andrew L. Graham.

ARTICLE VII INITIAL DIRECTOR

The following individual will be the initial directors of the corporation:

Russell Verssaggi

The initial director will hold office for the first year of the corporation's existence and until his successor is duly elected and qualified, subject to his earlier resignation, or his removal from office by the shareholders of the corporation any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Andrew L. Graham, 1808 W. Hills Avenue, Tampa, Florida 33606.

The undersigned incorporator has executed these Articles of Incorporation this 21st
day of October, 1999.



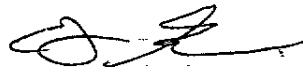
Andrew L. Graham, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is TIANGUEX INC.
2. The name and address of the registered agent is:

Andrew L. Graham
1808 Hills Avenue
Tampa, Florida 33606



Andrew L. Graham

Date: 10/21/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 25 AM 8:19

FILED