

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000015445

Timeless America, Inc.

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*****70.00 *****70.00

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Signature

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ARTICLES OF INCORPORATION

OF

TIMELESS AMERICA, INC.

ARTICLE I - NAME

The name of this corporation is: Timeless America, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation shall be 6555 North Powerline Road, Suite 401, Ft. Lauderdale, FL 33309.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6555 North Powerline Road, Suite 401, Ft. Lauderdale, FL 33309, and the name of the initial registered agent of this corporation at that address is: Nils Nelson.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have the following officers and directors:

Malcolm Cole
10 Chantry Park, Cowley Road
Nuffield Industrial Estate
Poole, Dorset England EH170UJ

President/Director

The number of directors may be either increased (or decreased if increased) from time to time by the By-Laws.

ARTICLE IX - INCORPORATOR

NAME:

John S. Andrews, Esq.

ADDRESS:

1501 N.E. Fourth Avenue
Ft. Lauderdale, FL 33304

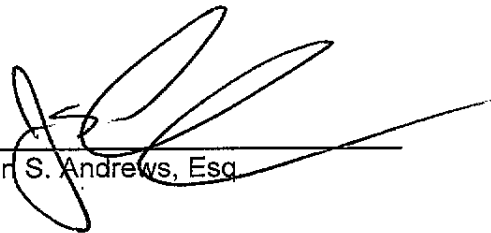
ARTICLE X - SUB-CHAPTER S AND CHAPTER 1244 PROVISIONS

This corporation and each subscriber hereto shall take whatever action shall be necessary to cause the shares of the corporation issued to qualify as "Section 1244 stock" and, further, this corporation and each subscriber hereto shall take whatever action is necessary to cause the corporation to file an election to become a Subchapter S corporation, as such terms are used and defined in the Internal Revenue Code, as amended.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


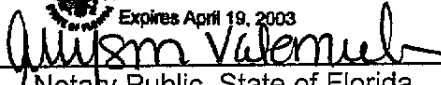
IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation this 7th day of February, 2000.


John S. Andrews, Esq

STATE OF FLORIDA)
 : SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared John S. Andrews, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid, this 7th day of February, 2000.

 Allyson Valenzuela
My Commission CC827860
Expires April 19, 2003

Notary Public, State of Florida

ACKNOWLEDGMENT BY REGISTERED AGENT

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


Nils Nelson, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA