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LAW OFFICES

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FILED
00 JUN 26 AM 11:19
TALLAHASSEE, FLORIDA

22 June 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Thales Holdings, Inc. - General
Our File No.: 1328-001

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*****78.75 *****78.75

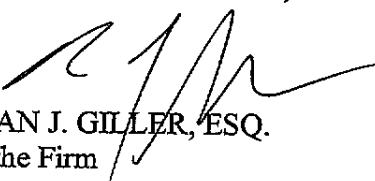
Dear Sir/Madam:

Enclosed herewith is our trust account check no. 8037 payable to the Secretary of State in the amount of \$78.75. In addition, we have enclosed the original and one copy of the Articles of Incorporation. Please file the original Articles of Incorporation and return the copy, duly certified, to this office.

We have enclosed a stamped, self-addressed envelope for your use.

Thank you for your cooperation in this matter.

GILLER & ATTORNEYS, P.A.


BRIAN J. GILLER, ESQ.
For the Firm
/lb

Article1 00609010.L

S. Thompeon JUN 29 2000

ARTICLES OF INCORPORATION
OF
THALES HOLDINGS, INC.

FILED
00 JUN 26 AM 11:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the Corporation shall be:

Thales Holdings, Inc.

Its business shall be carried out at Miami-Dade County, Florida, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes Section 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at

Initial here

(74)

Initial here

DC

ARTICLES OF INCORPORATION – Thales Holdings, Inc.

any time shall be Five Hundred (500) shares of Common Stock at One (\$1.00) Dollar par value. All the aforementioned stock is to be issued as fully paid for and exempt from assessment. The capital stock may be paid for in money, 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.

ARTICLE IV

This Corporation shall begin business with a capital of Five Hundred (\$500.00) Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this Corporation shall be located at 4045 Sheridan Avenue, Suite 428, Miami Beach, Florida 33140, in Miami-Dade County, Florida, and may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary and convenient.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors need not be stockholders.

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ARTICLES OF INCORPORATION – Thales Holdings, Inc.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until their successors are elected and have qualified are:

Troy Fowler	4045 Sheridan Avenue, Suite 428, Miami Beach, FL 33140
David Camacho	4045 Sheridan Avenue, Suite 428, Miami Beach, FL 33140

ARTICLE IX

The offices to be held by the above named Directors are as follows:

Troy Fowler, President and Secretary

David Camacho, Vice President and Treasurer

ARTICLE X

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

NAME	ADDRESS	SHARES	VALUE
Troy Fowler	4045 Sheridan Ave, Suite 428 Miami Beach, FL 33140	375	375
David Camacho	4045 Sheridan Ave, Suite 428 Miami Beach, FL 33140	125	125

ARTICLE XI

The address of the corporation shall be:

4045 Sheridan Ave, Suite 428, Miami Beach, FL 33140

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Initial here



ARTICLES OF INCORPORATION – Thales Holdings, Inc.

ARTICLE XII

The name and address of the initial registered agent and the address of the corporation is:

Troy Fowler, 4045 Sheridan Ave, Suite 428, Miami Beach, FL 33140

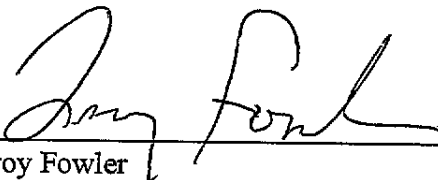
ARTICLE XIII

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and the transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

ARTICLE XIV

The commencement of corporate existence shall be upon filing theses Articles with the Secretary of State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 12 day of June, 2000.

 (SEAL)
Troy Fowler

 (SEAL)
David Camacho

ARTICLES OF INCORPORATION – Thales Holdings, Inc.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

)
) ss:
)

The foregoing instrument was acknowledged before me on this 12 day of June, 2000, by Troy Fowler and David Camacho, who are personally known to me or who have produced FL DL as identification.

Sign: [Signature]

NOTARY PUBLIC:

Print: _____

My Commission expires:

My Commission Number is:



Brian J. Giller
Commission # CC 785799
Expires DEC. 10, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Article1 00609010.L 1328-001

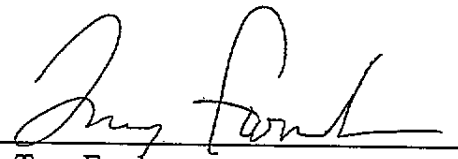
THALES HOLDINGS, INC.
CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

FILED
00 JUN 26 AM 11:19
CLERK OF DISTRICT COURT
MALLARD STREET MIAMI, FL 33134

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

First, that Thales Holdings, Inc., a Florida corporation qualified to do business under the laws of this State, with its principal office at Miami-Dade County, Florida, has appointed Troy Fowler, 4045 Sheridan Avenue, Suite 428, Miami Beach, FL 33140, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the 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: 
Troy Fowler
Resident Agent

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