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TRANSMITTAL LETTER

December 10, 2001

FILED

01 DEC 26 PM 2:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

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

SUBJECT: TLS GENERAL, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certified of Status

FROM:

UCR ASSOCIATES, INC.

Name (printed or typed)

6500 Forest City Road

Address

Orlando, FL 32810

City, State & Zip

(407) 523-0020

Daytime Telephone number

**ARTICLES OF INCORPORATION
OF
TLS GENERAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

TLS GENERAL, INC.

ARTICLE II. NATURE OF BUSINESS

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

To engage, contract and/or transact business dealing with equipment leasing, buying and selling of any kind, locally, nationally and internationally. To engage in import and export trade business.

The corporation may contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: Ten Thousand (200,000) shares of common stock having a par value of \$1.00 per share. The consideration

to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other from deem satisfactory by the board of directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually unless dissolved by law.

ARTICLE VI. ADDRESS

The initial street address of the principal office of the corporation in the State of Florida shall be located at: 5850 Lake Hurst Dr., Orlando, FL 32819. The board of directors may from time to time move the principal office to any other place or places as may be designated by the board of directors.

ARTICLE VII. DIRECTORS

The corporation shall have five directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

The names of the initial directors shall be :

Sergey Vlacenko
Ilia Davidov
Kuznetsov Pavel
Sesnev Dmitriy
Steperenkov Igor

ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors, as directors and as officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith

acts and omissions to permit contracts or other transactions between the corporation and one or more of its directors individually or business in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. SUBSCRIBER(S)

The name and address of the subscriber to these Articles of Incorporation is:
Sergey Vlacenko, 5850 Lake Hurst Dr., Orlando, FL 32819.

ARTICLE X. REGISTERED AGENT

The name and address of the registered agent to accept service for the corporation shall be:

Sergey Vlacenko, 5850 Lake Hurst Dr., Orlando, FL 32819.

ARTICLE XI. INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceedings to which he or she may be a party, or in which he or she may become involved by reason of his or her employment, or by reason of him or her being or having been a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which each director, officer, employee or agent is entitled.

ARTICLE XII. PREEMPTIVE RIGHTS


Every shareholder, upon sale for cash of any new stocks of this corporation shall have the right to purchase his share prorata (as nearly as may

be done without the issuance of fractional shares) at the price at which it is offered to the others.

ARTICLE XIII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation.

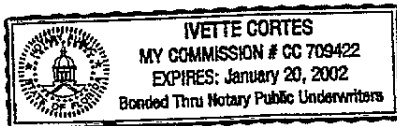
IN WITNESS WHEREOF, the undersigned subscriber, have hereunto set his hand and seal, this _____ day of _____, 2001, for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make and file in the office of the Secretary of the State of Florida these Article of Incorporation and certify that the facts herein stated are true.

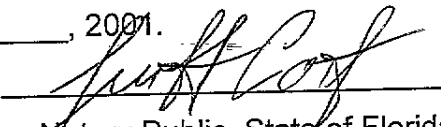

Sergey Vlacencko

STATE OF FLORIDA

COUNTY OF _____

I hereby certify that on this day, before me, a notary public, duly authorized in the state and county named above to take acknowledgments, personally appeared Sergey Vlacencko to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that the subscribed to these Articles of Incorporation. Sworn to and subscribed before me this _____ day of _____, 2001.




Notary Public, State of Florida

Identification _____

My Commission Expires:

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.

1. The name of the corporation is:

TLS GENERAL, INC.

2. The name and address of the registered agent and office is:

Sergey Vlacenko, 5850 Lake Hurst Dr., Orlando, FL 32819.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I hereby accept the duties and responsibilities of registered agent.

Signature of Registered Agent



Date

12.07.01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA