

JAN-26-2004

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ROSILLO, PADRO & ASSOCIATES, L.L.P.
Account Number : 119990000127
Phone : (305) 477-5671
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FLORIDA PROFIT CORPORATION OR P.A.

TSI Distributors, Inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF

TSI Distributors, Inc.

H040000174523

I, the undersigned, being of sound mind and of legal age, do hereby agree for myself to become a corporation for profit under the laws of the State of Florida, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by such laws on corporations organized pursuant to the provisions thereof, and do hereby make, subscribe, acknowledge and agree to file these articles of incorporation as follows:

ARTICLE I - NAME

The name of this corporation shall be TSI Distributors, Inc..

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporation's existence shall commence on the date of acknowledgment by the Secretary of State.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation is to include any and all lawful business or activities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - STOCK

The total number of shares of capital stock which this corporation shall be authorized to issue as Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class of common stock and shall have a par value of one (\$1.00) dollar.

ARTICLE V - 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/she already holds shall have the right to purchase his pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL OFFICE

The street address of the initial office of this corporation shall be:

2025 NW 102 Ave Suite 101
Miami, FL 33172

ARTICLE VII - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is

8600 NW 53 Terrace Suite 201
Miami, FL 33166

and the name of the initial registered agent at that address is:

Jose F. Padro , CPA

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The number of director(s) may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is(are):

Juan de Miguel	President
7261 S.W. - 146 Street Circle	
Miami, FL 33158	

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles of incorporation is:

Juan de Miguel
7261 S.W. - 146 Street Circle
Miami, FL 33158

ARTICLE X - 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 hereof, the undersigned subscriber has executed these articles of incorporation on this 23rd day of JANUARY 2004.



Juan de Miguel

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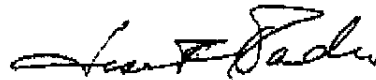
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act that TSI Distributors, Inc., desiring to organize under the laws of the state of Florida, with its registered office as indicated in these articles of incorporation has named Jose F. Padro , CPA, as its agent to accept service of process within this state, whose address is:

8600 NW 53 Terrace Suite 201
Miami, FL 33166

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION , AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.



Jose F. Padro , CPA

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