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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MANEY & GORDON, P.A.
ATTORNEYS AND COUNSELORS AT LAW

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January 4, 2005

TRANSMITTAL LETTER

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

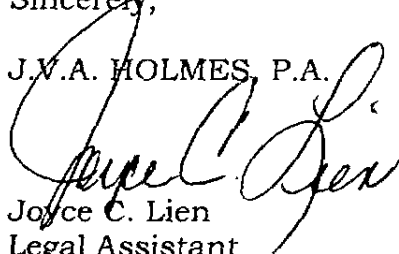
SUBJECT: Titanic Tools Corp.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75. Please provide a certified copy to this office.

Thank you.

Sincerely,

J.V.A. HOLMES, P.A.


Joyce C. Lien
Legal Assistant

Enclosures

**ARTICLES OF INCORPORATION
OF
TITANIC TOOLS CORP. FILED**

In Compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation shall be:

TITANIC TOOLS CORP.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is:

9421 Tradeport Drive
Orlando, Florida 32827

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is:

Any lawful purpose

**ARTICLE IV
SHARES**

The number of shares of stock is:

No. Shares	Class	Par Value
500	Common	\$1.00

ARTICLE V
INITIAL DIRECTORS and/or OFFICERS

FILED

The names, addresses and title of the Directors/Officers of the corporation are:

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Fernando Menda
Director/President
Residencia Las Palmeras, Ave 16 calle 89
Apt 5d
Piso 5 Maracaibo
Venezuela

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
REGISTERED AGENT

The name and Florida street address of the registered agent is:

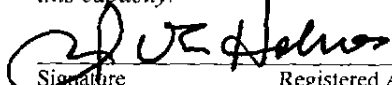
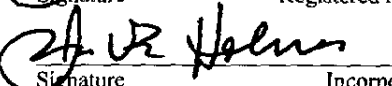
John V. A. Holmes
9421 Tradeport Drive
Orlando, Florida 32827

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of this corporation is:

John V. A. Holmes
9421 Tradeport Drive
Orlando, Florida 32827

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 _____ Signature	John V. A. Holmes _____ Print Name	1/4/2005 _____ Date
 _____ Signature	John V. A. Holmes _____ Print Name	1/4/2005 _____ Date

Registered Agent

Incorporator