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(((H96000009619))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TRANSFER TECHNOLOGIES INC.
FAX AUDIT NUMBER: H96000009619 CURRENT STATUS: REQUESTED
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96 JUL 11 AM 9:56
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ARTICLES OF INCORPORATION
OF
TRANSFER TECHNOLOGIES INC

FILED
96 JUL 11 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.-NAME:

The name of the corporation is TRANSFER TECHNOLOGIES INC

ARTICLE II.-NATURE OF BUSINESS:

The nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE III.-CAPITAL STOCK:

The maximum number and class of shares of stocks that this corporation is authorized to have outstanding at any time are: 1,000 shares each having a par value of \$ 0.50.

Authorized capital stock may be paid in cash, services or property, tangible or intangible, at a just value to be fixed by the Board of Directors of the corporation at any regular or special meeting. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares. All the aforementioned stock is to be issued paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasure shares or convertibles securities.

ARTICLE IV.-TERM OF EXISTENCE:

This corporation is to exist perpetually unless a voluntary dissolution by written consent of all shareholders or an act of the corporation to that effect takes place.

ARTICLE V.-ADDRESS:

The registered and principal office of this corporation shall be located at: 1271 Coral Way, Coral Gables, Florida 33145 and David A. Shaw shall be the registered agent at such address. The Board of Directors may from time time designate such other address and place of principal office of this corporation as it may see fit. The initial place of business shall be:

1271 Coral Way
Coral Gables, Fl 33145

ARTICLE VI.-DIRECTORS:

The corporation shall have one director initially. And the name and address of the first Board of Directors who shall hold office until their successors are elected and have qualified is as follow:

David A. Shaw
5436 Alton Road
Miami Beach, Fl 33140

Corporation prepared by Jose C. Eduartez, Accountant
P.O. Box 40-2663, Miami Beach, Fl., 33140
Tele. (305) 374-5004

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ARTICLE VII.-OFFICERS:

The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided by the By-Laws. the officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws. the name of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

David R. English, President
1271 Coral Way
Coral Gables, Fl 33145

David A. Shaw, Secretary/
5436 Alton Rd. Treasurer
Miami Beach, Fl 33140

ARTICLE VIII.-SUBSCRIBERS:

The name and address of the subscribers of these Articles of Incorporation are as follows:

David A. Shaw
5436 Alton Road
Miami Beach, Fl 33140

ARTICLE IX.-AMENDMENT:

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the parties to these ARTICLES OF INCORPORATION have hereto set their hands and seals this 10 day of July, 1996.

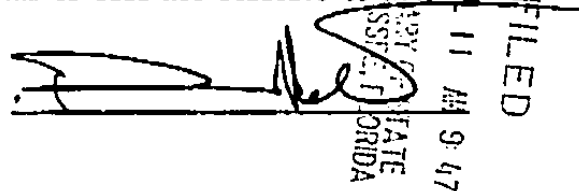


CERTIFICA DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted in compliance with said act: Transfer Technologies Inc desiring to organized under the laws of the State of Florida with its principal and registered office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named David A. Shaw as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named 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.



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STATE OF FLORIDA

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