

Sent by: MAHONEY ADAMS & CRISER, P.A.

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12/11/96 1:20PM; 12/11/96 1:25; Page 1/7

12/11/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000017368 7))

TO: DIVISION OF CORPORATIONS
FROM: MAHONEY ADAMS & CRISER, P.A.
CONTACT: CORINNE P MCCLURE
PHONE: (904)354-1100

FAX #: (904)922-4001

ACCT#: 076226003514

FAX #: (904)798-2661

NAME: TBK, INC
AUDIT NUMBER.....H96000017368
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$70.00

EFFECTIVE DATE
11/97

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MAC No. 17645.101

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STATE
TALLAHASSEE, FLORIDA

MAHONEY ADAMS & CRISER, P.A.
TALLAHASSEE, FLORIDA

12-11-96
ED

H96000017368

Articles of Incorporation

of

TBK, INC.

ARTICLE I

Name and Duration

The name of the Corporation is TBK, INC. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the 1st day of January 1997.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 8525 Mallory Road, in the City of Jacksonville 32220.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Jaime A. Frias, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0879479

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FLORIDA

EFFECTIVE 1-1-97

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Million (1,000,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
RAX CO.	c/o Mahoney Adams & Criser, P.A. 3400 Barnett Center Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

H96000017368

Name

Address

Bernardo Corberra Serra

8525 Mallory Road
Jacksonville, FL 32220

ARTICLE VIII

Amendment

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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically state that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

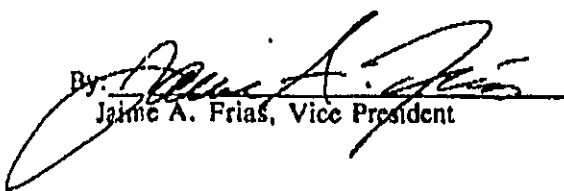
If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 11th day of December, 1996.

RAX CO., a Florida corporation

By: 

Jaime A. Frias, Vice President

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REGISTERED AGENT CERTIFICATE

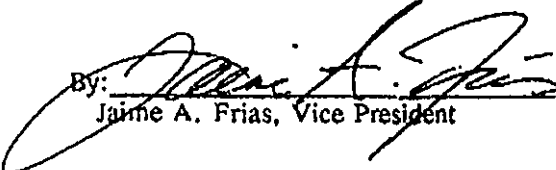
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That TBK, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that he is familiar with §607.0501, Florida Statutes.

RAX CO., a Florida corporation

By: 

Jaime A. Frias, Vice President

DATED: December 11, 1996

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9/05/97

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((H97000014723 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: MAHONEY ADAMS & CRISER, P.A.
CONTACT: CORINNE P MCCLURE
PHONE: (904)354-1100

ACCT#: 076226003514

FAX #: (904)798-2697

NAME: TSK, INC.

AUDIT NUMBER.....H97000014723

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 5

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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97 SEP -8 AM 8:03
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07 SEP -8 AM 9:32
TALLAHASSEE, FLORIDA

Amended
restated
Drt.
9/8/97
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AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
TBK, INC.

The above corporation (the "Corporation") existing pursuant to the Florida Business Corporation Law, desiring to give notice of corporate action effectuating the restatement of its Articles of Incorporation, sets forth the following facts:

1. The name of the Corporation is TBK, INC. The duration of the Corporation is perpetual.
2. The Articles of Incorporation are hereby restated in their entirety to read as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TBK, INC.

The undersigned, for the purpose of forming a Corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I
Name and Duration

The name of the Corporation is TBK, INC. The duration of the Corporation is perpetual. This Corporation began its corporate existence as of the 1st day of January, 1997.

ARTICLE II
Principal Office

The address of the principal office of the Corporation in the State of Florida is 8525 Mallory Road, in the City of Jacksonville 32220.

Prepared by Jaime A. Frias, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0879479

FILED
97 SEP -8 AM 9:32
TALLAHASSEE, FLORIDA

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ARTICLE III
Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3300 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Million (1,000,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided in the Bylaws; provided, however, there shall never be less than two (2). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the shareholders, by affirmative vote of a majority of the shares entitled to vote, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

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NameAddress

Joan Planes Vila

Carrer Dels Ametlers No. 6
08213 Polinya
Barcelona, Spain

Bernardo Corbera

8525 Mallory Road
Jacksonville, FL 32220

Antonio Llastarri Carbonell

8525 Mallory Road
Jacksonville, FL 32220ARTICLE VIIAmendment

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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIIIIndemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE IXStock Certificates

1. Authorized Issuance. This Corporation may issue the shares of stock authorized by its Articles of Incorporation and none other. Shares may be issued only pursuant to a resolution adopted by the Shareholders. No shares may be validly issued or transferred in violation of any provision of these Articles or in violation of any agreement respecting the issuance or transfer of shares to which the Corporation is a party.

2. Issuance. Shares of stock of this Corporation shall be represented by certificates. The Shareholders may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including, without limitation, cash, promissory notes, services performed, promises to perform services evidenced by a written contract or other securities of the Corporation. No certificates shall be issued for any shares until the Shareholders have determined that the consideration received or to be received for such shares is adequate. The Shareholders' determination as to the adequacy of consideration for the

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issuance of shares shall be conclusive as to whether the shares are validly issued, fully paid and nonassessable. When the Corporation receives the consideration for which the Shareholders authorized the issuance of shares, the shares issued therefor shall be fully paid and nonassessable. Consideration in the form of a promise to pay money or a promise to provide future services is received at the time of the making of the promise, unless the agreement specifically provides otherwise.

ARTICLE X Dividends

1. Distributions. The Shareholders of this Corporation may, from time to time, declare and the Corporation may pay, dividends as permitted by law on its shares in cash or property, except if, after giving effect to the distribution, (a) the Corporation would not be able to pay its debts as they became due in the ordinary course of business or (b) the Corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of Shareholders whose preferential rights are superior to those receiving the distribution. The record date for Shareholders entitled to a distribution shall be fixed by the Shareholders, or, if not so fixed, shall be the date the Shareholders authorize the distribution (except in the case of distributions involving a purchase, redemption or other acquisition of the Corporation's shares).

2. Share Dividends. The Shareholders may, from time to time, declare and issue shares pro rata and without consideration to the Corporation's Shareholders. Shares of one class or series may not be issued to Shareholders of another class or series unless: (1) authorized by the Articles of Incorporation; (2) a majority of the votes entitled to be cast by the class or series to be issued approves the issue; or (3) there are no outstanding shares of the class or series to be issued. The record date for Shareholders entitled to a share dividend shall be fixed by the Shareholders, or, if not so fixed, shall be the date the Shareholders authorize the share dividend.

ARTICLE XI Amendment of Bylaws

The Bylaws of this Corporation may be altered, amended or repealed, and new Bylaws may be adopted, by a majority vote of the shares entitled to vote.

3. The restatement of the Articles of Incorporation does not contain an amendment of the Articles of Incorporation that requires Shareholder approval.

4. The restatement of the Articles of Incorporation has been adopted by the Board of Directors of the Corporation as required by Florida Statute.

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5. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned President of the aforesaid Corporation has executed these Amended and Restated Articles of Incorporation as of this 1st day of January, 1997.

TBK, INC.

By: 

Joan Plafes Vila, Chairman

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