

FREEMAN, BUTTERMAN & HABER

520 BRICKELL KEY DRIVE, SUITE 0-305

MIAMI, FLORIDA 33131

STEVEN A. FREEMAN, P.A.

TELEPHONE: (305) 374-3800
TELEFAX: (305) 374-3806

P97000005911

December 16, 1996

Sir or Madam
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam,

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*****50.00 *****50.00

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*****35.00 *****35.00

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-12/30/96--01087--003

*****35.00 *****35.00

Enclosed please find the following documents for T.W.G. Import
Export Corporation, as well as their respective filing fees:

- 1) Certificate of domestication (\$50.00)
- 2) Articles of Incorporation (\$35.00)
- 3) Designation of Registered Agent (\$35.00)

If there are any problems or questions regarding the filing of
the documents listed above, please do not hesitate to contact me at
(305) 374-3800. Thank you.

97 JAN 15 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Sincerely,

Jonathan Rosen

Jonathan Rosenn

Domestication

*Suppfil (500)
Inc. Supp
1097-300*

[Signature]

*1/11/97
[Signature]*

*50
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120.*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 7, 1997

FREEMAN BUTTERMAN & HABER
% JONATHAN ROSENN
520 BRICKELL KEY DR SUITE 0-305
MIAMI, FL 33131

SUBJECT: T.W.G. IMPORT EXPORT, LTD.
Ref. Number: W97000000361

We have received your document for T.W.G. IMPORT EXPORT, LTD. and check(s) totaling \$120.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

THE PERSON LISTED IN ARTICLE V MUST SIGNED THE ARTICLES AS THE INCORPORATOR.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 697A00000730

FREEMAN, BUTTERMAN & HABER

520 BRICKELL KEY DRIVE, SUITE 0-305

MIAMI, FLORIDA 33131

JONATHAN R. ROSENN

DADE: (305) 374-3800
TELEFAX: (305) 374-1156

January 13, 1997

Ms. Loria Poole
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Dear Ms. Poole,

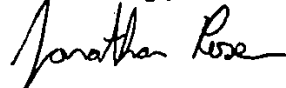
Enclosed please find the following revised documents for
T.W.G. Import Export, Inc.:

- 1) Certificate of domestication
- 2) Articles of Incorporation
- 3) Designation of Registered Agent

The name of the Florida Corporation is now T.W.G. IMPORT
EXPORT, INC. Additionally, please note that Wagner Jorge Ascar
signed the articles of incorporation as President, pursuant to FS
607.0120 (6)(a). As the Corporation is already formed, and
director(s) have been selected, 6(b) is inapplicable.

Should you have any questions or problems regarding this
application, please contact me at (305) 374-3800. Thank-you.

Sincerely,



Jonathan Rosenn, Esq.

CERTIFICATE OF DOMESTICATION

The undersigned, Wagner Jorge Ascar, of T.W.G. IMPORT EXPORT LTD., a California Corporation (the "Corporation"), in accordance with Florida Statutes, Section 607.1801, does hereby certify:

1. The date on which the Corporation was first formed was March 10th, 1995.

2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was the State of California.

3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was T.W.G. IMPORT EXPORT, LTD.

4. The name of the Corporation as set forth in its articles of incorporation to be filed pursuant to Florida Statutes, Sections 607.120 and 607.0202 with this Certificate is T.W.G. IMPORT EXPORT, INC.

5. The jurisdiction that constituted the seat, siege, social, or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of this Certificate of Domestication was the State of California.

I am the President of T.W.G. IMPORT EXPORT, LTD., and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 15th day of January, 1997.


Wagner Jorge Ascar
Authorized signature

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION

OF

T.W.G. IMPORT EXPORT, INC.

I

The name of this corporation is T.W.G. IMPORT EXPORT, INC.

II

The street address of the initial principal office and the mailing address of the corporation is c/o Freeman, Buttermann and Haber, 520 Brickell Key Drive, Ste. 0-305, Miami, Fl 33131.

III

This corporation is authorized to issue only one class of shares of stock; the total number of shares which this corporation is authorized to issue is 10,000.

IV

The name of the corporation's registered agent and the street address of the initial registered office is Stephen A. Freeman, Freeman, Buttermann and Haber, 520 Brickell Key Drive, Ste. 0-305, Miami, Fl 33131.

V

The name and address of the corporation's sole incorporator is Pam Martin, 3700 S. Sepulveda Blv. # 153; Los Angeles, CA 90034.

VI

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent possible under Florida law.

VII

The corporation is authorized to indemnify the director(s) and officers of the corporation to the fullest extent permissible under Florida law.

Dated: January 15th, 1997


Wagner Jorge Astar, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


APPOINTMENT OF AGENT FOR SERVICE OF PROCESS

T.W.G. IMPORT EXPORT, INC. (the "Corporation"), hereby appoints Stephen A. Freeman to be the agent for service of process ("Agent") for the corporation. Agent's address is Freeman, Buttermann and Haber, 520 Brickell Key Drive, Ste. 0-305, Miami, Fl 33131. Agent agrees to act as agent for service of process, and agrees further to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and further accepts the duties and obligations associated therewith pursuant to Florida law.

Dated this 15th day of January, 1997.

ACCEPTED AND APPROVED;

AGENT


Stephen A. Freeman

T.W.G. IMPORT EXPORT, INC.

By: 
Name: Wagner Jorge Ascar
Title: Director

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SECRETARY OF STATE
TALLAHASSEE FLORIDA