

Larsh Accounting Services

Independent Accountants  
1221 Brickell Avenue, 9th Floor  
Miami, Florida 33131

P97000007334

January 17, 1997

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 JAN 21 AM 7:55

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

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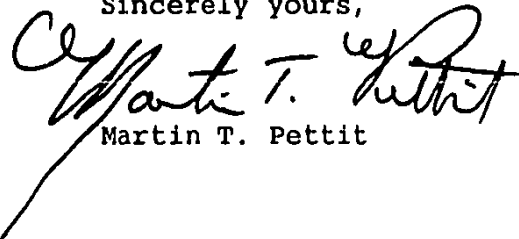
RE: TRANSNATIONAL CAPITAL & DEVELOPMENT CORPORATION

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above captioned corporation and a check in the amount of \$122.50. Kindly return the certified copy and address all further communications to:

Paul D. Clark  
2805 Freeman Street  
Coconut Grove, Florida 33133  
Tel.: (305) 856 - 5720

Sincerely yours,

  
Martin T. Pettit

MTP/s  
Encls.

51  
1/27

**ARTICLES OF INCORPORATION**  
**OF**  
**TRANSNATIONAL CAPITAL & DEVELOPMENT CORPORATION**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be:

TRANSNATIONAL CAPITAL & DEVELOPMENT CORPORATION

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be:

2805 Freeman Street  
Coconut Grove, Florida 33133

**ARTICLE III. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares

**ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

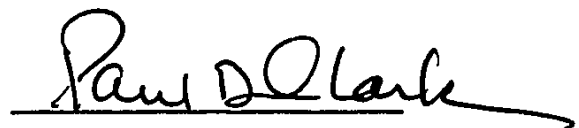
Paul D. Clark  
2805 Freeman Street  
Coconut Grove, Florida 33133

**ARTICLE V. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Paul D. Clark  
2805 Freeman Street  
Coconut Grove, Florida 33133

The undersigned has executed these Articles of Incorporation this 16th day of January 1997.

A handwritten signature in cursive script, reading "Paul D. Clark", written over a horizontal line.

PAUL D. CLARK  
PRESIDENT

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

FILED  
SECRETARY OF STATE'S  
DIVISION OF CORPORATIONS  
97 JAN 21 AM 1:55

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: TRANSNATIONAL CAPITAL & DEVELOPMENT CORPORATION.
2. The name and address of the registered agent and office is:  
PAUL D. CLARK, 2805 FREEMAN STREET, COCONUT GROVE, FLORIDA 33133.

  
PAUL D. CLARK

PRESIDENT

JANUARY 17, 1997

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



PAUL D. CLARK

JANUARY 17, 1997