

P97000008074

TRANSMITTAL LETTER

December 16, 1996

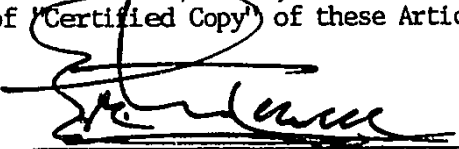
Department of State
Division of Corporations
P.O. Box 6427
Tallahassee, FL. 32314

300002029733--6
-12/16/96--01028--006
****122.50 ****122.50

SUBJECT: ITF INTERNATIONAL, LIMITED

Enclosed find an original and one (1) copy of the Articles of Incorporation and our check for \$122.50, to cover cost of registration, and to include cost of "Certified Copy" of these Articles.

FROM:


Ernel A. Mitchell
4513 Treehouse Lane
Suite G
Tamarac, FL. 33319

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 28 PM 12:02

PS. Please register corporation effective January 1, 1997.

506 - 524 -

W916 - 26441

1167-524 - 7000

W97 - 584

off 1/28/97

LETTER OF TRANSMITTAL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 28 PM 12:02

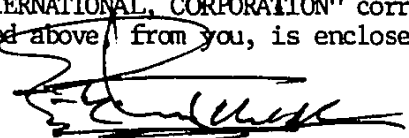
January 21, 1997

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

SUBJECT: ITF INTERNATIONAL, CORPORATION

Reference your letter #897A00001229

Enclosed find an original and one (1) copy of the Articles of Incorporation of "ITF INTERNATIONAL, CORPORATION" corrected as directed. A copy of the letter cited above from you, is enclosed.


FROM: Ernest A. Mitchell (Incorporator)
4513 Treehouse Lane, Suite G
Tamarac, FL. 33319
954-733-2935



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 28 PM 12:02

January 9, 1997

ERNEL A. MITCHELL
4513 TREEHOUSE LANE #G
TAMARAC, FL 33319

SUBJECT: ITF INTERNATIONAL, CORPORATION
Ref. Number: W97000000584

We have received your document for ITF INTERNATIONAL, CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The effective date must be stated in the Articles.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 897A00001229

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 28 PM 12:02

January 2, 1997

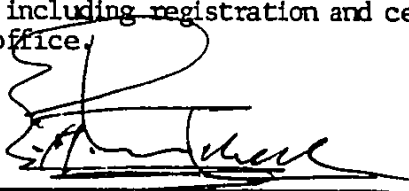
Department of State
Division of Corporations
P.O. Box 6427
Tallahassee, FL. 32314

SUBJECT: ITF INTERNATIONAL, CORPORATION

Enclosed, find an original and one (1) copy of the Articles of Incorporation of "ITF INTERNATIONAL, CORPORATION, as instructed in your letter #696A00056183, dated December 17, 1996. (Copy included herewith.)

Payment, including registration and certified copy has already been submitted to your office.

FROM:



Ernel A. Mitchell
4513 Treehouse Lane
Suite G
Tamarac, FL. 33319



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 28 PM 12:02

December 17, 1996

ERNEL A. MITCHELL
4513 TREEHOUSE LANE #G
TAMARAC, FL 33319

SUBJECT: ITF INTERNATIONAL, LIMITED
Ref. Number: W96000026441

We have received your document for ITF INTERNATIONAL, LIMITED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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 effective date has to be stated in the Articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00056183

ARTICLES OF INCORPORATION UNITED STATES OF AMERICA
EFFECTIVE DATE
OF 02/01/97
ITF INTERNATIONAL, CORPORATION STATE OF
FLORIDA

FILED STATE
SECRETARY OF CORPORATIONS
JAN 18 1997
PH 12:02

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: ITF INTERNATIONAL, CORPORATION.

ARTICLE II. PRINCIPAL OFFICE

The principal place of Business and mailing address of this corporation shall be: 4513 Treehouse Lane
Suite G
Tamarac, FL. 33319

ARTICLE III. STOCK

There shall be only one class of Capital stock of this corporation which shall be known as "NO PAR VALUE STOCK". The total number of authorized shares of stock of this corporation is hereby declared to be ONE HUNDRED THOUSAND (100,000) SHARES with no par value. Stock may be issued in exchange of cash, services rendered, or to be rendered to the corporation, or in exchange for property transferred to the corporation.

The holders of each share of this stock are entitled to vote either in person or by proxy for each share of stock held by him according to the books of the corporation. No shareholder may sell, donate or alienate in any manner any stock of this corporation without first offering it to this corporation at a price which is equal to the book value based on the Balance Sheet of the last Annual Report, or the amount of any offer from a potential buyer, whichever is less. Said offer must be made by delivering to the Secretary of this corporation, against receipt, the certificates representing said stock to this corporation for cash, at the value herein above mentioned. The offer must name the proposed new owner. This corporation shall have the right, for a period of ninety (90) days from the delivery of such offer, and said certificates endorsed in blank to the Secretary of this corporation, to purchase the stock of said shareholder for cash, at the said price aforementioned, after which ninety (90) days the said shares may be sold, donated or alienated without restrictions.

No sale, donation or alienation of any of the stock of this corporation shall be valid and binding until and unless an opportunity to purchase the shares has been given to this corporation in the manner in this article provided; and, this right, so vested in this corporation, shall follow any of the stock of this corporation so sold without such opportunity being given into any hand which it may pass.

Such right may be exercised against the holder(s) of such stock up to ninety (90) days after such stock are tendered for transfer on the books of this corporation without the written consent of all the other record holders of stock of this corporation, during the pendency of said ninety (90) day period.

ARTICLE IV. TRANSFER OF STOCK

Transfer of stock shall not be in any way binding upon this corporation unless and until it is made in pursuance of the provisions of these Articles of Incorporation.

ARTICLE V. PURPOSE

The corporation's purpose is to engage in any lawful activity for which corporations may be formed under the Business Corporation Law of Florida, and the corporation shall have the power to perform all lawful acts and activities.

To lease, hypothecate, buy, use and mortgage any and all types of real estate, office space, and to operate same for the purpose of the conduction of this corporation's business and to construct and erect, or to contract for the construction and erection of any and all structures, to be used by the corporation for the purpose of the Articles; to employ such skilled, semi-skilled or unskilled labor as well as such management, clerical, accounting

and legal services as may be necessary or proper to conduct the affairs of the corporation, to organize and operate any other business entity, including the formation of any wholly or partially owned corporation. To engage in the purchase, acquisition, sale disposition, transfer and exchange of all kinds of personal property, either outright or on a commission.

ARTICLES VI. EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII. SHAREHOLDER LIABILITY

The liability of the shareholders of this corporation shall be limited to the number and value of shares of stock held and recorded in the books of the corporation.

ARTICLE VIII. BOARD OF DIRECTORS

The corporate powers of this corporation shall be exercised by a Board of Directors, elected annually at the general meeting of this corporation and the said Board of Directors shall have and is hereby vested with restrictions as may be herein mentioned.

The Subscriber(s) and/or Incorporator(s) of this corporation shall appoint the first Directors to this corporation, who shall serve until the first annual general meeting.

The Board of Directors appointed by the Subscriber(s) Incorporator(s) or at the annual general meeting shall not exceed FIVE (5) and shall not be reduced or exceeded except by a majority vote of the shareholders at the annual general meeting or at a special meeting called for that purpose.

By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance of each meeting to the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation for such service(s).

ARTICLE IX. OFFICERS

The officers of the corporation shall be a president, one or more vice-presidents, a secretary and a treasurer, each of whom shall be appointed by the Board of Directors.

Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors. Any two or more offices may be held by the same person. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE X. AMENDMENT

These Articles may be amended by a two-thirds (2/3rds) vote of the voting power present at an annual meeting or at a special meeting of the shareholders of the corporation, after mailing of notice of said meeting setting forth the proposed amendment or amendments or a summary to the changes to be made thereby.

ARTICLE XI. BY-LAWS

The power to make and alter the By-Laws not inconsistent with law or these Articles of Incorporation are hereby vested in the stockholders authorized to vote duly assembled in the annual or special meeting called for that purpose.

ARTICLE XII. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Ernel A. Mitchell
4513 Treehouse Lane
Suite G
Tamarac, FL. 33319

ARTICLE XIII. EFFECTIVE DATE

The effective date of the corporation shall be February 1, 1997.

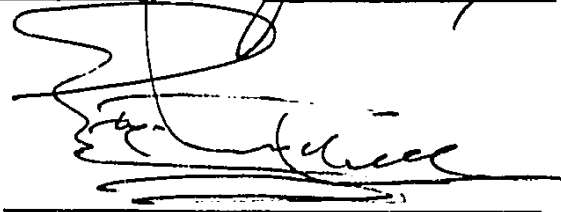
ARTICLE XIV. INCORPORATOR(S)

The name and address of the Incorporator is as follows:

Ernel A. Mitchell
4513 Treehouse Lane
Suite G
Tamarac, FL. 33319

The undersigned incorporator has executed these Articles of

Incorporation this 21ST day of JANUARY 1997

A handwritten signature in black ink, appearing to read "Ernel A. Mitchell", is written over a horizontal line. The signature is stylized and cursive.

SIGNATURE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

97 JAN 28 PM 12:02

Pursuant to the provisions of section 607.0501 or 617.0501, 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: ITF INTERNATIONAL, CORPORATION.

2. The name and address of the registered agent and office is:

Ernel A. Mitchell
4513 Treehouse Lane
Suite G
Tamarac, FL. 33319

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Ernel A. Mitchell

DATE: _____

Jan. 21, 1997