

TERESA M. FRAU

6955 NW 77th. Ave. No. 202

Miami, Florida 33166

Tel. (305) 888-5913

P97000013612

February 5, 1997

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

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-02/10/97-D1074-006
***122.50 ***122.50

Dear Sir/Madam:

Enclosed are the Articles of Incorporation of TOTAL BUSINESS MANAGEMENT SERVICES, INC. Also enclosed is my check No. 470 for \$122.50, covering the registration fees.

Thank you for your attention to this matter.

Sincerely,


Teresa M. Frau

FILED
97 FEB 10 AM 10:00
STATE
TALLAHASSEE, FLORIDA

6N FEB 10 1997

ARTICLES OF INCORPORATION
OF
TOTAL BUSINESS MANAGEMENT SERVICES, INC.

FILED
97 FEB 10 AM 10:00
SEAL
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article 1. Name

The name of this corporation is: Total Business Management Services, Inc.

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

6955 NW. 77TH Avenue No. 202

Miami, Florida 33166

Article 3. Purpose

The purpose is to engage in any activities of business permitted under the laws of the United States and of the State of Florida.

Article 4. Capital Stock

The corporation is authorized to issue One Hundred (100) shares at One (\$1)Dollar par value.

Article 5. Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Teresa M. Frau

6955 NW 77th Avenue #202

Miami, Florida 33166

Articles 6. Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Teresa M. Frau

6955 NW 77th Avenue #202

Miami, Florida 33166

Article 7. Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

Teresa M. Frau

6955 NW 77th Avenue #202

Miami, Florida 33166

Article 8. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

Article 8. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 10. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Article 11. Indemnification

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 12. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

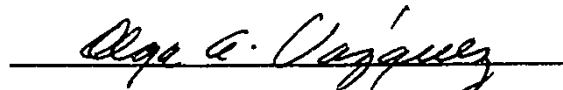
IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this 3rd., day of February, 1997,

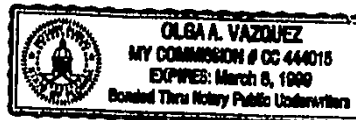

TERESA M. FRAU

STATE OF FLORIDA)
COUNTY OF DADE) Ss:

BEFORE ME, the undersigned authority, personally appeared TeresaM. Frau to me personally known to be the persons who executed the foregoing Articles of Incorporation, and Acknowledged to and before me that they executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 3rd. Day of February, 1997.


NOTARY PUBLIC, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That Total Business Management Services, Inc. , desiring to organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named Teresa M. Frau, located at 6955 NW 77th Avenue #2, Miami, County of Dade, State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named Corporation, I hereby accept to acct in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.



REGISTERED AGENT

FILED
97 FEB 10 AM 10:00
STATE OF FLORIDA
TALLAHASSEE