

1: 7 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000003822 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TRANSGLOBAL CORPORATE ADMINISTRATION, INC.

AUDIT NUMBER.....H97000003822

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

* ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
help F1 Option Menu F2

NUM

Connect: 00117:27

RECEIVED

97 MAR -5 PM 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 MAR -5 PM 4:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 3/6/97

H97000003 822

FILED
97 MAR -5 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TRANSGLOBAL CORPORATE ADMINISTRATION, INC.

ARTICLE I

NAME

The name of the Corporation is TRANSGLOBAL CORPORATE ADMINISTRATION,
INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value.

Prepared by:
Stephen A. Freeman, Esquire
Fla. Bar No. 146793
Freeman Buttermann & Haber
520 Brickell Key Drive, O-305
Miami, Florida 33131

H97000003 822

(305)374.3800

H97000003 822

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive,
Suite 0-305, Miami, Florida 33131.

ARTICLE IX
INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of March, 1997.



Stephen A. Freeman

H97000003 822

H97000003 822

STATE OF FLORIDA)
COUNTY OF DADE)

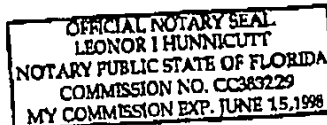
BEFORE ME, the undersigned authority, personally appeared Stephen A. Freeman, who [] produced _____ as identification or who [x] is personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this 3rd day of March, 1997.

My commission expires:

Leonor I Hunnicutt

Notary Public - State of Florida



H97000003 822

H97000003 822

FILED
97 MAR -5 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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: TRANSGLOBAL CORPORATE ADMINISTRATION, INC.
2. The name and address of the Registered agent and office are: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

Signature: _____

Stephen A. Freeman

Title: Registered Agent

Date: March 3, 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.

Signature: _____

Stephen A. Freeman

Date: March 3, 1997

H97000003 822