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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: TMS INTERNATIONAL, INC.

AUDIT NUMBER.....H97000005416

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF

TMS INTERNATIONAL, INC.

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

ARTICLE I NAME

The name of the corporation shall be: TMS INTERNATIONAL, INC.

The principal place of business of this corporation shall be:

731 N.W. 197th Avenue Pembroke Pines, Fl 33029

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value the corporation is authorized to have outstanding at any one time is: 100 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PRESIDENT/SECRETARY: Jed Bornfeld 731 N.W. 197th Avenue
Pembroke Pines, Fl 33029

V/PRESIDENT/TREASURER: Esteban Balbuena Jr. 199 N.W. 152nd Avenue
Pembroke Pines, Fl 33028

Prepared by:
Leslie W. Langbein
20801 Biscayne Boulevard
Suite 506
North Miami Beach, Fl 33180
(305) 936-8844

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JED BORNEFELD



731 NW 197th Avenue
Pembroke Pines, FL 33029

ESTEBAN BALBUENA, JR.

199 NW 192 Avenue
Pembroke Pines, FL 33028

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 2nd day of APRIL, 1997.

Signature(s) of Incorporator(s)


JED BORNEFELD

ESTEBAN BALBUENA, JR.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

TMS INTERNATIONAL, INC.

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

LESLIE W. LANGBEIN, ESQUIRE 20801 Biscayne Boulevard, Suite 506

(P.O. BOX NOT ACCEPTABLE)

AVENUE, FL 33180

(CITY/STATE/ZIP)

SIGNATURE *Leslie W. Langbein*

LESLIE W. LANGBEIN

TITLE REGISTERED AGENT

DATE 4/1/97

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE *Leslie W. Langbein*

LESLIE W. LANGBEIN

DATE April 1, 1997