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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

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NAME: THE T.M. CORPORATION

AUDIT NUMBER.....H97000020853

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 18, 1997

EMPIRE

SUBJECT: THE T.M. CORPORATION
REF: W97000028252

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate SpecialistFAX Aud. #: H97000020853
Letter Number: 397A00059533

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(6)

ARTICLES OF INCORPORATION
OF

T.M.Overseas Enterprises, Inc.

ARTICLE ONE

NAME

The name of this corporation is:

T.M. Overseas Enterprises, Inc.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon filing with the Secretary of State of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation. The stock of this corporation shall be known as Common Stock.

B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is : Sixty (60)

C. Non-Par Value. Each share of Common Stock shall be non-par value.

D. Consideration. Shares of Common Stock may be issued in exchange for cash or other property, real, personal, tangible or intangible, or in labor or services rendered, or any combination

Prepared by:
and to be returned to:
IGNACIO SIBICATO, ESQ.
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Fla. Bar No. 207926

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of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends. Record holder of Common Stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

PRINCIPAL PLACE OF BUSINESS AND INITIAL REGISTERED OFFICE

The Street Address of the Principal Place of Business and Initial Registered office of this corporation is:

14620 S.W. 145 Place, Miami, Florida, 33186.

ARTICLE SIX

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have initially One Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

Name

Address

TONY MARTIN

14620 S.W. 145 Place, Miami, Florida, 33186

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ARTICLE SEVEN

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any By-Law adopted by stockholders if the stockholders specifically provide such By-Law not subject to amendment or repeal by the Directors.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE NINE

STOCKHOLDER QUORUM AND VOTING

Majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders.

If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE TEN

**APPROVAL OF STOCKHOLDERS REQUIRED
FOR MERGER**

The approval of the stockholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE ELEVEN

DIRECTOR QUORUM AND VOTING

The Majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of the majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of majority of the remaining Directors present and voting, shall be the act of the Board of Directors.

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ARTICLE TWELVE

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this



Tony Martin.
Subscriber

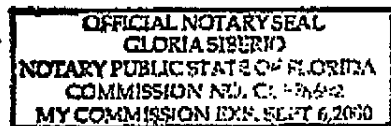
Address: 14620 S.W. 145 Place
Miami, Florida, 33186.

STATE OF FLORIDA
COUNTY OF DADE

Before me personally appeared TONY MARTIN personally known to me or who identified with Florida Driver Liscence who under oath acknowledged to have executed the foregoing instrument, and avers that the statements made are true and correct.

SUBSCRIBED this December 17, 1997


NOTARY PUBLIC. State of Florida



CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE OF
RESIDENT AND REGISTERED AGENT

In pursuance of Chapter 607.034, Florida General Corporation Act, the following information is submitted:

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First: That T.M.Overseas Enterprises, Inc. , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Florida , County of Dade , State of Florida, has named as its Resident and Registered Agent, and TONY MARTIN

as its Resident and Registered Office 14620 S.W. 145 Place, Miami, Florida, 33186

Second: That said Resident and Registered Agent, having been named to accept service of process for the above stated Corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping one said office.

BY: 

Resident and Registered Agent

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TALLAHASSEE FLORIDA

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