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TRANSMITTAL LETTER

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

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-02/20/98--01032--004
****122.50 ****122.50

SUBJECT: TCI International, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00	\$78.75	<u>\$122.50</u>	\$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee Certified Copy & Certificate

FILED
98 FEB 20 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: D. SUTTON
Name
7345 Sand Lake Rd. #207
Address
ORLANDO, FL 32819
City, State & Zip
(407) 345-8282
Daytime Telephone number

**ARTICLES OF INCORPORATION
OF
TCI INTERNATIONAL, INC.**

FILED
98 FEB 20 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
TCI International, Inc.

Article II, Mailing Address

The mailing address of this corporation shall be:
7815 Sugar Bend Dr. - Orlando, FL., 32819

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Jose Carlos Pinto
7815 Sugar Bend Dr., Orlando-FL 32819

Article V, Incorporator.

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

Jose Carlos Pinto

Address:

7815 Sugar Bend Dr. - Orlando - FL., 32819.

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Article VI, Purpose.

The purpose of this corporation shall be to engage in the international real estate negotiation and sales, legal business consulting in foreign international legal and accounting. It will also represent builders, developers, time share operators and other companies involved in this trade. This Corporation will also trade with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the Officers are:

Shirley A. Buzinhani

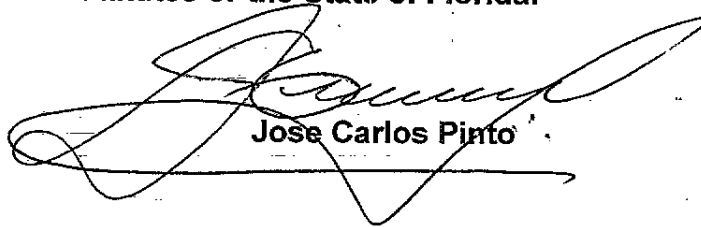
**Postal address at:
7815 Sugar Bend Dr., Orlando, FL., 32819.**

Continuation, Page 3

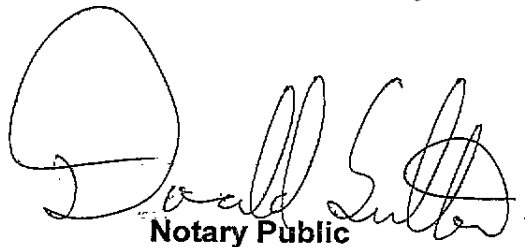
Affidavit

State of Florida, Orange County.

Before me this day personally appeared Jose Carlos Pinto, who being duly sworn, depose and say that she is the Incorporator of TCI International, Inc., and is hereby duly authorized, responsible and apt to Incorporate according to the Statutes or the State of Florida.


Jose Carlos Pinto

Sworn to and subscribed before me this February 12, 1998.


Notary Public

DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Bonded This Official Notary Service

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

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: TCI International, Inc.

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

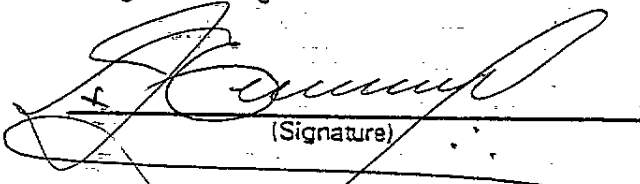
JOSE CARLOS PINTO
(Name)

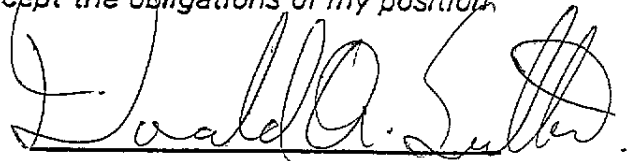
7815 SUGAR BEND DR.
(P.O. Box not acceptable)

ORLANDO, FL 32819
(City/State/Zip)

FILED
98 FEB 20 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)



STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before
me this ____ day of ____, 19____, by _____

Personally Known ____ OR Produced Identification ____
Type of Identification Produced _____

DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Bonded Thru Official Notary Service