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FAX AUDIT NO. H98000007001

FLORIDA DIVISION OF CORPORATIONS

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FROM: LLOYD GRANET
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CONTACT: LLOYD GRANET
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(561) 447-0701

NAME: TS II, INC.

AUDIT NUMBER.....H98000007001

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

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Lloyd Granet, Esq., P.O. Box 4589, Boca Raton, FL 33427
Ph. 561-447-0700 - Fax 561-447-0701, Florida Bar No. 525431
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TS II, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is TS II, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address and mailing address of this corporation shall be 1305 Poinsettia Drive, Bay 8, Delray Beach, FL.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 (one/hundredth of a dollar).

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name of the initial registered agent whose business office is identical to the registered office is: Lloyd Granet.

The address of the registered office of the corporation is 5200 Town Center Circle, Suite 302, Boca Raton, FL 33486.

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE V. BOARD OF DIRECTORS.

The Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VI. INITIAL DIRECTORS.

The name of the initial directors of this Corporation and their street address are: HANNU KOIVUNIELI, c/o KH Trading, Inc., 1305 Poinsettia Drive, Bay 8, Delray Beach, FL 33444 and TARIK SAADENTDIN, c/o KH Trading, Inc., 1305 Poinsettia Drive, Bay 8, Delray Beach, FL
Lloyd Granet, Esq., P.O. Box 4589, Boca Raton, FL 33427
Ph. 561-447-0700 - Fax 561-447-0701, Florida Bar No. 525431
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The persons named as initial directors shall hold office for the first year of existence of this Corporation or until he/she resigns or her successor is elected or appointed and qualified, whichever occurs first.

ARTICLE VII. NATURE OF BUSINESS

The Corporation is organized for the purpose of acquiring real estate and all other lawful purposes.

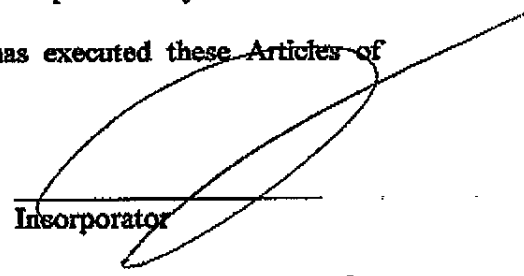
ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation is: Lloyd Granet, 5200 Town Center Circle, Suite 302, Boca Raton, FL 33486.

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.


IncorporatorApril 13, 1998
Date

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared Lloyd Granet, who is to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that s/he subscribed to these Articles of Incorporation on the date set out above.


Notary Public State of Florida at Large
Commission expiration:
(Notary Seal)

Myra A. Ballou
MY COMMISSION # CC717079 EXPIRES
May 16, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Lloyd Granet, Esq., P.O. Box 4589, Boca Raton, FL 33427
Ph. 561-447-0700 - Fax 561-447-0701, Florida Bar No. 525431
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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: TS II, Inc.
2. The name and address of the registered agent and office is:

Lloyd Granet
5200 Town Center Circle, Suite 302, Boca Raton, FL 33486

SIGNATURE: _____

(Lloyd Granet)

TITLE: IncorporatorDATE: April 13, 1998

HAVING BEEN NAMED AS REGISTERED AGENT 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: _____

Lloyd Granet

DATE: April 13, 1998

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TALLAHASSEE, FLORIDA

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