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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: TSB CAPITAL CORP.

AUDIT NUMBER.....H98000009446

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

CERT. OF STATUS..0

PAGES..... 1

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H98- 9446 ARTICLES OF INCORPORATION

Article 1: Name of Corporation: TSB CAPITAL CORP.

Address of Corporation: 15551 WEST DIXIE HIGHWAY

NORTH MIAMI BEACH, FL 33162

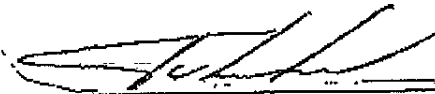
Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500, with a par value of \$1.00.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: GUEORGUI TCHESNOKOV

REGISTERED OFFICE: 15551 WEST DIXIE HIGHWAY

NORTH MIAMI BEACH, FL 33162

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.



05 / 18 / 98

Signature of Registered Agent

Date

Article 4: The Board of Directors are: (BOARD of DIRECTORS is not required).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. GUEORGUI TCHESNOKOV, 16425 COLLINS AVENUE, #2518, NORTH MIAMI BEACH, FL 33160

2. _____

3. _____

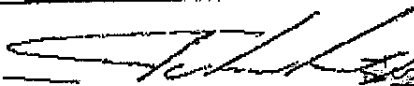
Article 5: The NAME and ADDRESS of the INCORPORATOR is:

GUEORGUI TCHESNOKOV

15551 WEST DIXIE HIGHWAY

NORTH MIAMI BEACH, FL 33162

In witness whereof, I have subscribed my name:



Signature of Incorporator

Prepared by:
Ace Industries, Inc.
64 NW 11th Street
Miami, FL 33136
(305) 358-2571

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