

Law Offices of
Jeffrey L. Barrett, Esq.

4732 N.W. 90th. Avenue
Sunrise, Florida 33351
(954) 748- 1829

P 98 0000 70853

August 5, 1998

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

Re: TIMEHOUSE US, INC.

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-08/10/98--01066--002
****122.50 ****122.50

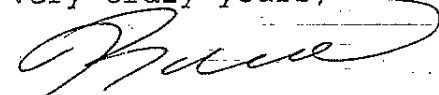
Dear Staff:

Enclosed please find the original and a copy of the Articles of Incorporation of the above referenced corporation for filing.

I have enclosed a check in the amount of \$122.50 to cover the fee.

If you have any questions, please feel free to contact me at anytime.

Very truly yours,



Jeffrey L. Barrett
JLB/ms

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this Corporation is TIMEHOUSE US, INC. whose principal place of business is located at 10254 N.W. 47th Street, Sunrise, FL 33351.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10254 N.W. 47th Street, Sunrise, FL 33351 and the name of the initial registered agent of this corporation is FRANZ J. HOHENADEL.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME	ADDRESS
Franz J. Hohenadel	10254 N.W. 47th Street Sunrise, FL 33351

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TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
Franz J. Hohenadel	10254 N.W. 47th Street Sunrise, FL 33351

ARTICLE IX - INDEMNIFICATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5TH day of AUGUST, 1998.

[Signature]
Subscriber

Subscriber

Subscriber

Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

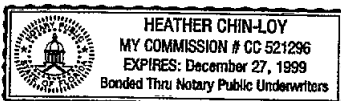
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Franz J. Hohenadel known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 5TH day of AUGUST, 1998.

FLORIDA DRIVER LICENSE
14 534 250 43 293 0 7 2001

[Signature]
Notary Public

My Commisison Expires: December 27, 1999



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST = THAT TIMEHOUSE US, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF SUNRISE, STATE OF FLORIDA, HAS NAMED FRANZ J. HOHENADEL LOCATED AT 10254 N.W. 47TH STREET, SUNRISE, FL 33351, STATE OF FLORIDA, CITY OF SUNRISE, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(Corporate Officer)

TITLE

CEO

DATE

AUG. 5, 1998

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 PERFORMANCE OF MY DUTIES.

SIGNATURE

(Resident Agent)

DATE

AUG. 5, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA