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Michael D. Arceneaux
Accountant
1315 S.E. 20th Street
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December 15, 1998

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

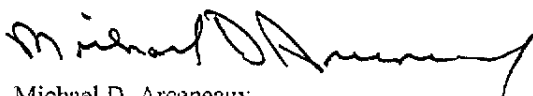
Re: Articles of Incorporation for: TIM International, Inc.

Dear Sir or Madam:

I have enclosed an original and one copy of the Articles of Incorporation for the above corporation. Also, enclosed is a check in the amount of \$122.50 for the certificate of status, and registered agent designation.

Please send a certified copy of the Articles of Incorporation to the incorporator: Tadeusz Ryszard Kalinowski at 1315 S.E. 20th Street Cape Coral, FL 33990. I am also requesting a copy of the Articles of Incorporation be sent to my office (see address above) for record keeping purposes.

Sincerely yours,



Michael D. Arceneaux
Accountant for: TIM International, Inc..

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

99 JAN -4 PM 12:19

For

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TIM International, Inc.

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

ARTICLE I NAME

The name of the corporation shall be:

TIM International, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

TIM International, Inc.
Key West Prof. Center
1342 Colonial Blvd., Bldg. K-102
Fort Myers, FL 33907

ARTICLE III DURATION

The corporation shall commence upon filing its Article of Incorporation and shall have a perpetual existence thereafter.

ARTICLE IV PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE V SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of no-par stock.

ARTICLE VI REGISTERED AGENT AND STREET ADDRESS

The registered agent of the corporation and the street address of its registered office are as follows:

<u>Name</u>	<u>Address</u>
Tadeusz Ryszard Kalinowski	Key West Prof. Center 1342 Colonial Blvd., Bldg. K-102 Fort Myers, FL 33907

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Tadeusz Ryszard Kalinowski; Date 9.21.98

Tadeusz Ryszard Kalinowski
Registered Agent

ARTICLE VII DIRECTORS

The business and other affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve within the provisions as indicated in the Bylaws. The number of the members of the Board of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Directors are as follows:

Tadeusz Ryszard Kalinowski
and
Maximillian Kalinowski
Key West Prof. Center
1342 Colonial Blvd., Bldg. K-102
Fort Myers, FL 33907

ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders.

ARTICLE IX INCORPORATION

The name and the address of the person signing these Articles of Incorporation is as follows:

Tadeusz Ryszard Kalinowski
Key West Prof. Center
1342 Colonial Blvd., Bldg. K-102
Fort Myers, FL 33907

The undersigned incorporator has executed these Articles of Incorporation this day of

21st day of September, 1998.

Tadeusz Ryszard Kalinowski

Tadeusz Ryszard Kalinowski
Incorporator