

P.D.T.S. Corporation

~~7852 SW 128 Place~~
~~Miami FL 33183 U.S.A.~~

1701 South Ocean Drive # 505
Hollywood, FL 33019

Tel (305) 382-5566
Fax (305) 385-3332

P99000023881

March 7, 1999

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-03/10/99-01041-019
****122.50 ****78.75

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

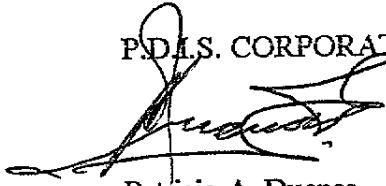
Dear Sir/Madam:

Enclosed you will please find the Articles of Incorporation for T. B. T. CORPORATION, as well as our check No. 1541 in the amount of \$ 122.50 as Registration fees.

Your early attention will be appreciated.

Very truly yours,

P.D.T.S. CORPORATION



Patricio A. Duenas
President

PDE/mpj

FILED
99 MAR 10 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-16-99
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ARTICLES OF INCORPORATION
OF

T. B. T. CORPORATION

ARTICLE I

N A M E

The name of this Corporation is T. B. T CORPORATION.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed to conduct any and all business activities permitted by the laws of the State of Florida, and to generally have and exercise all powers, rights and privileges necessary and incident to carry out properly the objects herein mentioned.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein before enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of the property of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida..

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1000 shares, no par value of stock, which shall be designated "Common Shares".

ARTICLE V

INITIAL REGISTERED OFFICE AN AGENT

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99 MAR 10 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

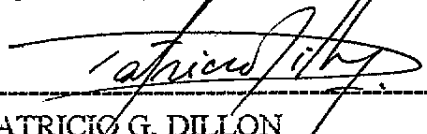
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99 MAR 10 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The principal address and the mailing address of the Corporation is

14342 SW 159th. Street
Miami, Florida 33177

The name of the initial registered agent of this Corporation is PATRICIO G. DILLON

I, PATRICIO G. DILLON, am familiar with and accept the duties and responsibilities as Registered Agent for T. B. T. CORPORATION.


PATRICIO G. DILLON

3/4/99
Date

ARTICLE VI

This Corporation shall have ONE director initially. The number of directors may be either increased or diminished from time to time by the Bylaws.

The name and address of the initial director of this corporation is:

PATRICIO G. DILLON
14342 SW 159 Street
Miami, Florida 33177

ARTICLE VII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE VIII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE X

INDEMNIFICATION

This corporation shall indemnify any and all of its Directors, Officers, Employees or Agents or former Directors, Officers, Employees or Agents or any person or persons who may have served at its request as a Director, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgement, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, Officer, Employee or Agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, Employee or Agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XI

INCORPORATOR

The name and address of the person signing these Articles is

PATRICIO G. DILLON
14342 SW 159 Street
Miami, Florida 33177

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Date: _____

3/4/99


PATRICIO G. DILLON

ACKNOWLEDGEMENT

STATE OF FLORIDA

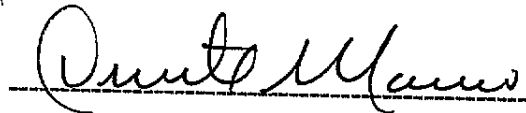
SS:

COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared PATRICIO G. DILLON, known to me 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 4 day of March, 1999.

My Commission expires:



Notary Public



VICENTE MORENO State of Florida at Large
My Commission CC480182
Expires May. 28, 1999
Bonded by NFNU
800-224-8368