



THE UNITED STATES
CORPORATION
COMPANY

P9900039796

99 MAY -3 PM 1:50

ACCOUNT NO. : 072100000032

REFERENCE : 225713

8796A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

Patricia Pujalt

COST LIMIT : \$ 78.75

ORDER DATE : May 3, 1999

ORDER TIME : 11:05 AM

ORDER NO. : 225713-005

CUSTOMER NO: 8796A

CUSTOMER: Ms. Lina Angelici
SCHIFINO & FLEISCHER
SCHIFINO & FLEISCHER
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

600002860296--3

DOMESTIC FILING

NAME: TBF INTERNATIONAL, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 5/3/99

RECEIVED

99 MAY -3 PM 1:50
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TBF INTERNATIONAL, INC.

FILED
99 MAY -3 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be:

TBF INTERNATIONAL, INC.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

1661 Summerford Road
South Charleston, Ohio 45368

ARTICLE III.

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 20,000,000, consisting of (i) 18,000,000 shares of common stock, par value of \$.001 per share (the "Common Stock"), and (ii) 2,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock").

Unless otherwise provided hereinafter or in any articles of amendment providing for the determination of a class or series of stock, shares of capital stock of the Corporation that have been issued and which are subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation, and upon cancellation, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series

For purposes of determining funds lawfully available for any dividends or other distribution upon shares of stock, amounts needed to satisfy the rights of shareholders upon dissolution who have preferential rights superior to those of shareholders of the stock receiving such dividend or distribution shall not be deducted from the Corporation's total assets. The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

2. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of shareholders. There shall be no cumulative voting.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.

4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to the shareholders, subject to any preferential rights of any then outstanding Preferred Stock.

B. PREFERRED STOCK.

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased, or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provide.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the corporate law of Florida. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in a resolution establishing a series of Preferred Stock, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

ARTICLE V.

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at Schifino & Fleischer, P.A., One Tampa City Center, Suite 2700, 201 N. Franklin Street, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Lina Angelici. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI.

BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed by or under the direction of a Board of Directors which shall consist of not less than one (1) nor more than seven (7) members, the exact number of directors to be fixed from time to time by the shareholders or the bylaws. In addition to the powers and authority expressly conferred upon the directors by law, these Articles of Incorporation or the bylaws of this corporation, the directors are empowered to exercise all powers and do all lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII.

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

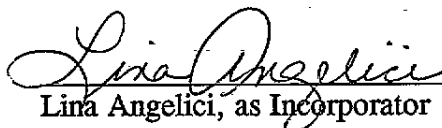
Name

Lina Angelici, Esq.

Address

Schifino & Fleischer, P.A.
One Tampa City Center
Suite 2700
201 North Franklin Street
Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.


Lina Angelici, as Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FOR

TBF INTERNATIONAL, INC.

FILED
99 MAY -3 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Lina Angelici, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 30th day of April, 1999.


Lina Angelici