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TRANSMITTAL LETTER

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-06/14/99-01101-013

*****78.75 *****78.75

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

SUBJECT:

T.S.

International Inc.

(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 78.75

FROM:

KARIN ROHRET

5290 SEMINOLE BLVD # F

ST PETERSBURG, FL 33708

(813) 393 - 0872

Telephone Number

EFFECTIVE DATE
6-10-99

FILED
99 JUN 14 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Karin Rohret GIVE
AUTHORIZATION BY PHONE TO
CORRECT *Corp Name*
DATE 6-10-99
DCC. EXAM *CB*

Note: Please provide the original and one copy of the Articles.

CB
6-10-99
5

EFFECTIVE DATE
6-10-99

ARTICLES OF INCORPORATION
OF

T.S. INTERNATIONAL INC.

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida Business Corporation Act and in accordance with the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

FILED
99 JUN 14 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be T.S. INTERNATIONAL INC.
The effective date of incorporation shall be June 10, 1999

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida shall be as follows:

- (a) To operate various business ventures within the State of Florida.
- (b) To render services and/or buy, sell, deal in, lease, hold or improve real property and/or real estate incident thereto.
- (c) To borrow money and contract debts necessary for the transaction of its corporate rights.
- (d) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.
- (e) To do all and anything necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation or amendments thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers enumerated herein, to have any and all rights, powers and privileges which are granted to corporations incorporated under the laws of the State of Florida and in that connection to carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation, whether such business is similar in nature to the objectives set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The capital stock of the corporation shall be divided into 100 shares of Common stock with par value of \$ 1.00 per share, and each share shall entitle the holder to vote at any meeting of the stock holders.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal offices of the corporation shall be located at
2288 Primrose Lane #1802
Clearwater, FL 33423

Its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the directors.

ARTICLE VI

The name and address of the initial registered agent is:

Karin Rohret
5290 Seminole Blvd #F
St Petersburg, FL 33708

ARTICLE VII

The power to adapt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. The initial directors are:

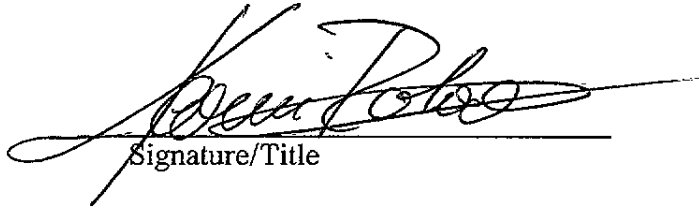
George Valalas

ARTICLE VIII

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

Karin Rohret
5290 Seminole Blvd #F
St Petersburg, FL 33708

The undersigned has executed these Articles of Incorporation this 10th. day of June, 1999.



Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: T.S. INTERNATIONAL INC.

2. The name and address of the registered agent and office is:

KARIN ROHRET

(NAME)

5290 SEMINOLE BLVD # E/F

(P.O. BOX NOT ACCEPTABLE)

ST PETERSBURG, FL 33708

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

6/10/99