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LAW OFFICE OF
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P.O. Box 14-1156

TERRY J. FORMAN

CORAL GABLES, FL 33114-1156

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August 27, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700002973417--8
-08/30/99--01072--017
*****122.50 *****78.75

VIA FEDERAL EXPRESS # 8121 1434 3164

RE: TITAN INTERNATIONAL ENERGY, INC.

EFFECTIVE DATE
3-25-99

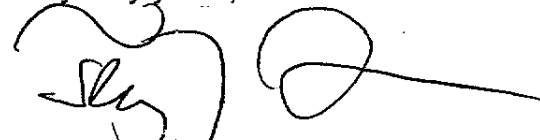
Dear Sir or Madam,

Enclosed for your attention please find Articles of Incorporation for the above corporation, together with my check # 4149 for \$122.50, covering filing fees.

Please note that virtually identical Articles of Incorporation for the same corporation were mailed to you yesterday, to the P.O. Box address. We ask that you void and return the other set of Articles of Incorporation, which included my check # 4148, if you are so able to retrieve the erroneously filed Articles for Titan International Energy, Inc. We specifically want the enclosed Articles of Incorporation to be the solely filed Articles.

Thank you for your prompt attention and consideration to this matter.

Very truly yours,



Terry J. Forman, Esq.

Encl.
TJF:wp

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D. BROWN SEP - 2 1999

EFFECTIVE DATE
8-25-99

ARTICLES OF INCORPORATION
OF
TITAN INTERNATIONAL ENERGY, INC.

ARTICLE I.

The name of this Corporation is:

Titan International Energy, Inc.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on August 25, 1999.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares."

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the principal place of business of this Corporation is:

80 SW 8th Street, Suite 2500
Miami, Florida 33130

and the name and address of the initial registered office and agent of this Corporation is:

TERRY J. FORMAN
1521 SW LeJeune Road
Coral Gables, Florida 33134

ARTICLE VIII.

This Corporation shall have One (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

DIRECTOR

Shayne Wood
80 SW 8th Street, Suite 2500
Miami, Florida 33130

ARTICLE IX.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT / SECRETARY

Shayne Wood
80 SW 8th Street, Suite 2500
Miami, Florida 33130

ARTICLE X.

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

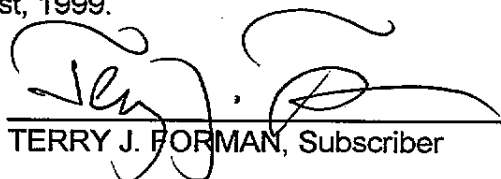
TERRY J. FORMAN
1521 SW LeJeune Road
Coral Gables, Florida 33134

ARTICLE XI.

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of August, 1999.


TERRY J. FORMAN, Subscriber


STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 27 day of August, 1999, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/7/2000
Commission #CC522969


Andrew S. Parker
Notary Public, State of Florida
at Large

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 and 607.0501(3), Florida Statutes, the following is submitted:

First that, **TITAN INTERNATIONAL ENERGY, INC.**, desiring to organize or qualify under the laws of the state of Florida, with its principal place of business, located at 80 SW 8th Street, Suite 2500, Miami, Florida 33130, has named **TERRY J. FORMAN**, whose address is 1521 SW Lejeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: August 27, 1999

By: 
Terry J. Forman, Subscriber

Having been named to accept service of process for **TITAN INTERNATIONAL ENERGY INC.**, at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: August 27, 1999

By: 
Terry J. Forman, Subscriber


STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 27 day of August, 1999, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/7/2000
Commission #CC522969


Andrew S. Parker
Notary Public, State of Florida
at Large