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THE LAW OFFICES OF
MARK R. WEINER, P.A.

IMMIGRATION AND NATIONALITY LAW
CLEARWATER • TAMPA
WORLDWIDE OFFICES:
CARACAS, VENEZUELA • CURITIBA, BRAZIL • MONTREAL, CANADA

MARK R. WEINER*
OF COUNSEL:
WALTER MACEDO, BRAZILIAN BAR
SAM KULIK, CANADIAN BAR

REPLY TO: 1411 NORTH WESTSHORE BLVD, SUITE 110
TAMPA, FLORIDA 33607
(813) 286-2300 • TELECOPIER (813) 286-1900
 628 CLEVELAND STREET, SUITE 302
CLEARWATER, FLORIDA 34615
(727) 441-3014 • TELECOPIER (727) 442-0292

February 16, 1999

Certified Mail
Return Receipt Requested

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

100002780331--0
-02/19/99--01031--002
****122.50 *****78.75

RE: TILLER, U.S.A., Inc.

Dear Sir/ Madam:

Enclosed is an original and a copy of the Articles of Incorporation of **TILLER, U.S.A., Inc.**, as well as a firm check in the amount of One Hundred Twenty Two Dollars and Fifty cents (\$122.50).

Please return the certified copy of the Articles of Incorporation to this office at the above address.

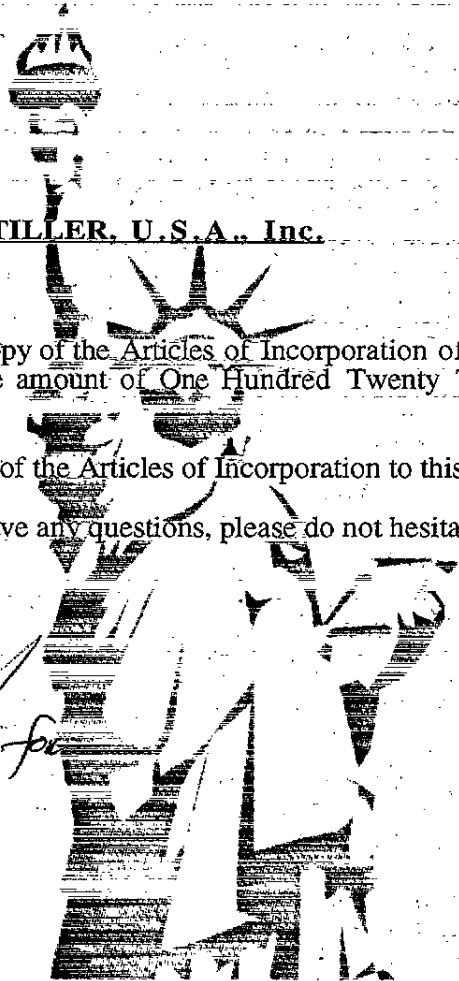
In the meantime, should you have any questions, please do not hesitate to contact this office.

Sincerely yours,

The Law Offices of
MARK R. WEINER, P.A.

Mark R. Weiner
MARK R. WEINER
Immigration Attorney

MIRW/sp



FILED
99 FEB 19 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MJM
2/22/99



**ARTICLES OF INCORPORATION
OF
TILLER, U.S.A., INC.**

FILED
99 FEB 19 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

TILLER, U.S.A., INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) **REAL ESTATE AND PROPERTY INVESTMENT** in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this

corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 7500 shares at a par value of \$0.50 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

ARTICLE FIVE

The beginning capital of this corporation shall be \$3,750.00.

ARTICLE SIX

The corporation shall not have directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

200 Dolphin Point, Unit 403
Clearwater, Fl. 33767

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT, VICE-PRESIDENT,
SECRETARY, TREASURER:

Genevieve A. Tiller
200 Dolphin Point, Unit 403
Clearwater, Fl. 33767

ARTICLE NINE

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

Genevieve A. Tiller
200 Dolphin Point, Unit 403
Clearwater, Fl. 33767

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Genevieve A. Tiller
200 Dolphin Point, Unit 403
Clearwater, Fl. 33767

ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 13 day of February, 1999.

Genevieve A. Tiller
Genevieve A. Tiller
200 Dolphin Avenue, Unit 403
Clearwater, Fl. 33767

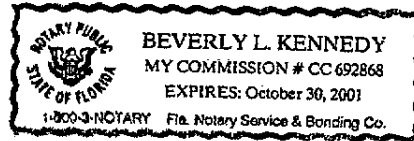
STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, personally appeared Genevieve A. Tiller, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 13 day of February 1999.

Beverly L. Kennedy
NOTARY PUBLIC
MY COMMISSION EXPIRES:



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, GENEVIEVE A. TILLER, hereby accept designation as Resident Agent on this 13 day of February 1999.

G.A. Tiller
Genevieve A. Tiller
200 Dolphin Point, Unit 403
Clearwater, Fl. 33767

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, personally appeared Genevieve A. Tiller, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 13 day of February 1999.

Beverly L. Kennedy
NOTARY PUBLIC
MY COMMISSION EXPIRES:

