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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Ramiro J. Perez

REGISTERED AGENT

145 MADEIRA AVE SUITE 315

CORAL GABLES, FL 33134

PHONE: 305-448-0046

FAX: 305-448-0916

DATE: 04-13-2001

DOCUMENT EXAMINER
NEW FILING SECTION
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32302-1500

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-06/11/01--01126--008
****122.50 *****78.75

SUBJECT: TOPAMERICAN DISTRIBUTORS, INC.
(CORPORATE NAME)

Enclosed are an Original and One copy of Articles of Incorporation and a CHECK for \$ 122.50 for Filing Fee & Certified Copy.

Please return the Enclosed Articles to the Undersigned at the following address:

Ramiro J. Perez
BUSINESS CONTROL MANAGEMENT
145 Madeira Ave Suite 315
Coral Gables, Fl 33134

Thank you
Registered Agent

C. BLALOCK JUN 13 2001

CERTIFICATE OF INCORPORATION

"TOP AMERICAN DISTRIBUTORS, INC."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, provides, immunities and liabilities for profit.

ARTICLE I

The name of the corporation shall be: **"TOP AMERICAN DISTRIBUTORS, INC."**

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is **500 shares** of common stock, which shares shall be of one dollar each **(\$1.00)**.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders, which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (**\$100.00**).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The Initial Post Office Address of the Principal Office of the Corporation in the State of Florida is: 3340 NW 4TH STREET. MIAMI FL. 33125. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of corporation is:
145 Madeira Ave Ste 315 Coral Gables, FL 33134

. The Registered Agent at the Registered Address is:
Ramiro J. Perez 145 Madeira Ave Ste 315 Coral Gables, FL 33134

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof, but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of and act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the First Boards of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
RAMON AGUIRRE	PRESIDENT	3340 NW 4 TH STREET MIAMI FL 33125
SARAH EL ASHUH	VICE-PRES	3340 NW 4 TH STREET MIAMI FL. 33125

ARTICLE X

The names and post office addresses of the articles of incorporation and number of shares that they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. of SHARES</u>
RAMON AGUIRRE	3340 NW 4 TH STREET	50.0%
SARAH ASHUH	3340 N W 4 TH STREET	50.0 %

The stock of the corporation may be issued pursuant to the provisions so Section 1244 of the Internal Revenue Code, so that the stockholders of the corporations may receive the benefits provided there under.

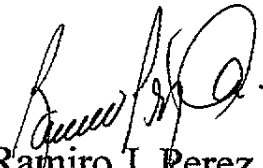
In witness whereof, we have hereunto set our hands and seal this
07 JUNE, 2001.

State of Florida)
County of Dade)

I hereby certify that on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

To me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledge before me that they executed the same freely and voluntary for the purpose there in expressed.

Witness my hand official seal at City of Miami, State of Florida, this **07 JUNE, 2001**.


Mr. Ramiro J. Perez
Notary Public, State of Florida

My Commission Expires:

Certificate designation 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, Florida Statutes, the following is submitted:

First, that: **TOP AMERICAN DISTRIBUTORS, INC**
NAME OF THE CORPORATION

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named **Ramiro J. Perez**
(REGISTERED AGENT)

located at **145 Madeira Ave Suite 315 Coral Gables, FL 33134**
(Street address and number of building)

City of Miami, State of Florida, as its Agent to accept service of process within Florida.

Signature: ✓



Title:

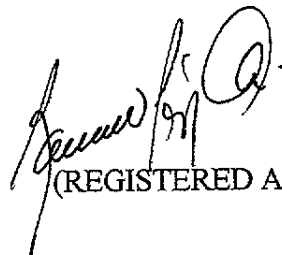
President

Date:

JUNE 07, 2001

Having been named to accept service of process for above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:


(REGISTERED AGENT)

Date:

JUNE 07, 2001.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**