

To Whom It May Concern:

If there are any questions concerning the filing of these Articles of Incorporation, please feel free to contact

Mr. Angelo Brooks at 407-332-8700 Extension 1. The signature below authorizes you to act upon his direction in this matter.

Please mail the Articles of Incorporation to:

A & M ACCOUNTING SOLUTIONS

1000 SAVAGE COURT SUITE 218

LONGWOOD, FL 32750

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-07/05/01--01015--002
*****70.00 *****70.00



JOHN T. KIELY

FILED
01 JUL -3 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FL 32399

7-10-01
WCC

ARTICLES OF INCORPORATION

FILED
01 JUL -3 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I = NAME

The Name of this Corporation is: TOP CARRIERS INC.

ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (1000) shares of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is:

2302 PINK GRAPEFRUIT TRAIL

CLERMONT, FLORIDA 34711

The initial registered agent is JOHN T. KIELY whose physical address is:

2302 PINK GRAPEFRUIT TRAIL

CLERMONT, FLORIDA 34711

The registered address is:

2302 PINK GRAPEFRUIT TRAIL

CLERMONT, FLORIDA 34711

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors. JOHN T. KIELY - PRES. EDUARDO TAPIA V.P. /SEC/TREAS.

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of Incorporation is JOHN T. KIELY
2302 PINK GRAPEFRUIT TRAIL
CLERMONT, FLORIDA 34711

ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the majority of shareholders of this corporation.

Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE IX = POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

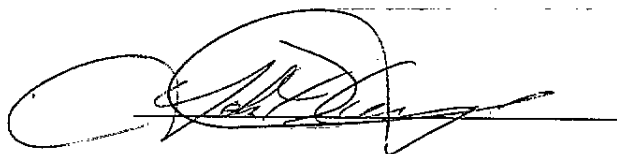
ARTICLE X = INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XI = AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

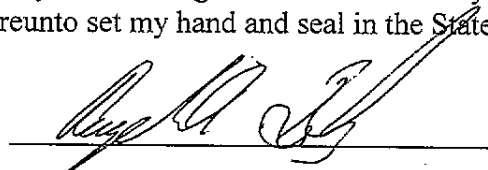
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this date: JUNE 28TH, 2001


JOHN T. KIELY

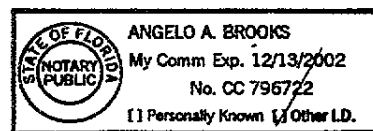
STATE OF FLORIDA)

COUNTY OF SEMINOLE)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN T. KIELY known by me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation. In witness whereof, I have hereunto set my hand and seal in the State and County last aforesaid, this date JUNE 28TH, 2001


Notary Public, State of Florida At Large:

My Commission Expires: December 13, 2002



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:
FIRST -- TOP CARRIERS INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CLERMONT STATE OF FLORIDA HAS NAMED JOHN T. KIELY AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE 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: JOHN T. KIELY

DATE: JOHN T. KIELY