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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

TOP DRIVE GROUP, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP - 5 2001

ARTICLES OF INCORPORATION OF:

Top Drive Group, Inc.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt (s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Top Drive Group, Inc.

The principal place of business of this corporation shall be:

3900 N.W. 79th Avenue, Suite 444,
Miami - Florida, 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities o business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

100 shares at \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):

* Alejandro Palacios (President & Secretary) With 50% of Shares
3900 NW 79th Avenue, Suite 444, Miami - FL, 33166

* Gabriela Pinero Silva (Vice-President & Treasurer) With 50% of Shares
3900 NW 79th Avenue, Suite 444, Miami - FL, 33166

* Carlos E. Rodriguez (Director)
3900 NW 79th Avenue, Suite 444, Miami - FL, 33166

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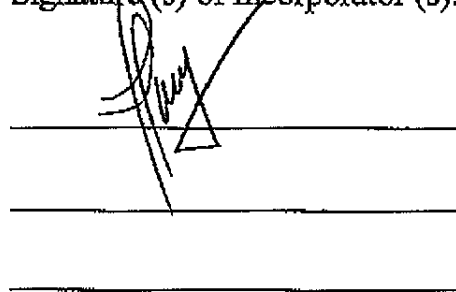
ARTICLE VI INCORPORATOR (S).

The name(s) and street address (es) of the incorporator (s) to this articles of incorporation is (are):

Alejandro Palacios
3900 NW 79th Avenue, Suite 444,
Miami - Florida, 33166

IN WITNESS WHEREOF, the undersigned incorporator (s) has (have) executed these Articles of incorporation this 31st day of August, 2001

Signature (s) of Incorporator (s):

A handwritten signature, appearing to be 'Alejandro Palacios', is written over three horizontal lines. The signature is in dark ink and is somewhat stylized.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

Top Drive Group, Inc.

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

Carlos E. Rodriguez
3900 NW 79th Avenue, Suite 444,
Miami - Florida, 33166

Signature: _____

Title: Director

Date: August 31, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: _____

Date: August 31, 2001

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