

Division of Corporations

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Florida Department of State

Division of Corporations

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

From: Account Name : FILINGS, INC.
Account Number : 072720000101
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FLORIDA PROFIT CORPORATION OR P.A.

TOPECA HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
TOPECA HOLDINGS, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: TOPECA HOLDINGS, INC.

ARTICLE II

The mailing address and principal place of business of this corporation shall be: 2100 Ponce de Leon Blvd., Suite 600, Coral Gables, Florida 33134

ARTICLE III

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

ARTICLE IV

The name and address of the corporation's initial registered agent is:

Carlos J. Villanueva, Esq.
2100 Ponce de Leon Blvd., Suite 600
Coral Gables, Florida 33134

ARTICLE V

The corporation's initial Board of Directors shall consist of two Directors whose names and addresses are:

Tomas Hoffmann
2100 Ponce de Leon Blvd. Suite 600
Coral Gables, Florida 33134

Peter Hoffmann
2100 Ponce de Leon Blvd., Suite 600
Coral Gables, Florida 33134

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Carlos Eduardo Rocco
2100 Ponce de Leon Blvd., Suite 600
Coral Gables, Florida 33134

ARTICLE VI

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

Carlos J. Villanueva, Esq.
2100 Ponce de Leon Blvd., Suite 600
Coral Gables, Florida 33134

ARTICLE VII

The name and address of the initial officers of the corporation are as follows:

Peter Hoffmann
President and Secretary
2100 Ponce de Leon Blvd., Suite 600
Coral Gables, Florida 33134

Tomas Hoffmann
Vice President
2100 Ponce de Leon Blvd. Suite 600
Coral Gables, Florida 33134

ARTICLE VIII

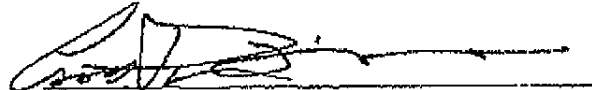
The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is the result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

The undersigned incorporator, Carlos J. Villanueva, has executed these Articles of Incorporation on this 20 day of December, 2001.



Carlos J. Villanueva
Incorporator

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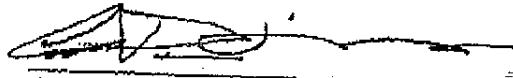
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMIT'S THE FOLLOWING STATEMENT TO DESIGNATE
A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the corporation is : TOPECA HOLDINGS, INC.
2. The name and the Florida street address of the initial registered agent are:

Carlos J. Villanueva
2100 Ponce de Leon Blvd., Suite 600
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for TOPECA HOLDINGS, INC. at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Carlos J. Villanueva

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