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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**TOP TV & FILM, CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION  
OF  
TOP TV & FILM. CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I: NAME

The name of the corporation shall be:  
TOP TV & FILM. CORP.

The principal place of business of this corporation shall be:  
1445 N TREASURE DRIVE #1-K  
N BAY VILLAGE, FL 33141

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or 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:  
ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

MJ TAXES  
420 Lincoln Road  
Suite 387  
Miami Beach, FL 33139

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ARTICLE V: OFFICERS DIRECTORS

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

AVELLANEDA, RAUL  
1445 N TREASURE DRIVE #1-K  
N BAY VILLAGE, FL 33141

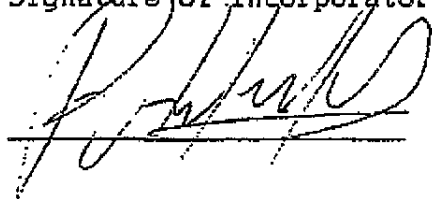
ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

AVELLANEDA, RAUL  
1445 N TREASURE DRIVE #1-K  
N BAY VILLAGE, FL 33141

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 days of July, 2002.

Signature of incorporator

A handwritten signature in dark ink, appearing to read 'R. Avellaneda', is written over a horizontal line. The signature is stylized with a large initial 'R' and a cursive 'Avellaneda'.

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statute, 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 is: TOP TV & FILM, CORP.
2. The name and address of the registered agent and office is:  
AVELLANEDA, RAUL  
1445 N TREASURE DRIVE #1-K  
N BAY VILLAGE, FL 33141

SIGNATURE

TITLE: PRESIDENT

DATE: 07/10/2002

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: 07/10/2002