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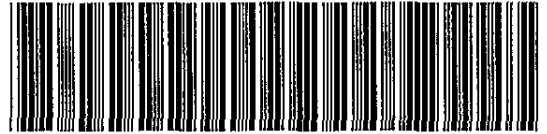
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[Signature]

Ronald Davidovic, Esq.
1020 NW 163rd Drive
Miami, FL 33169
305-914-3466

October 24, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: TOTAL PREPAID, INC.

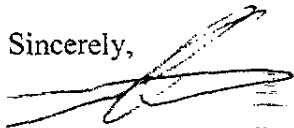
I have enclosed an original copy of the Articles of Incorporation for Total Prepaid, Inc. and a check in the amount of \$78.75 payable to the Florida Division of Corporations.

Please send a certified copy of the Articles of Incorporation to:

Ronald Davidovic
1020 NW 163rd Drive
Miami, FL 33169

Thank you for your cooperation with this matter.

Sincerely,



Ronald Davidovic, Esq.

Enclosure

**ARTICLES OF INCORPORATION
OF
TOTAL PREPAID, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms a Corporation under the laws of the State of Florida in accordance with the Florida Business Corporation Act.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

Total Prepaid, Inc.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE III
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of One Cent (\$0.01) per share.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Ronald Davidovic
1020 NW 163rd Drive
Miami, FL 33169

The principal address is the same.

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE VII INITIAL DIRECTOR

The name of the Initial Director of this Corporation and their street address is:

Eduardo Pena
4334 S.W. 161 Place
Miami, FL 33185

The Initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII INCORPORATOR

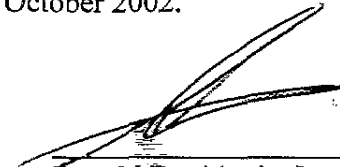
The name and address of the Incorporator is:

Ronald Davidovic
1020 NW 163rd Drive
Miami, FL 33169

ARTICLE IX AMENDMENT

The Corporation reserves the right, to amend or repeal any provisions contained in these Articles of Incorporation or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 24th day of October 2002.




Ronald Davidovic, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI- DADE)

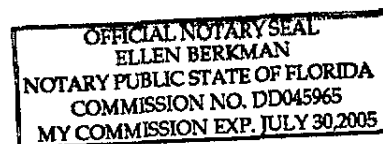
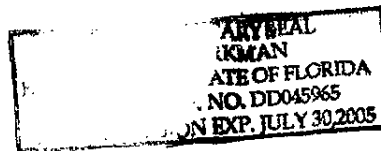
BEFORE ME, a Notary Public, personally appeared Ronald Davidovic, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 24th day of October 2002.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires: _____



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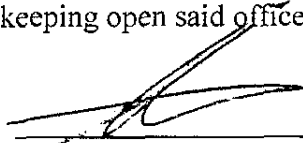
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

That Total Prepaid, Inc., desiring to organize under the laws of the State of Florida, has named Ronald Davidovic, 1020 NW 163rd Drive, Miami, FL 33169 as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as registered agent 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 agree to comply with the provisions of said Act relative to keeping open said office.



Ronald Davidovic

Date: 10/29/02