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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 WINNER USA, CORP.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
TOP WINNER USA, CORP.

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 WINNER USA, CORP.

The principal place of business of this corporation shall be:

TOP WINNER USA, CORP.

110 Fountainbleau Blvd. 305
Miami, Florida. 33172.

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

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be distributed as it continues :

<u>Name & Address</u>	<u>Shares:</u>
Top Winner Sport Wear, C.A. CC Unicentro Guacara Local, 11. Planta Baja Guacara, Estado Carabobo - Venezuela.	52 96
Armando Barreto 110 Fountainbleau Blvd. 305 Miami, Florida. 33172.	24 96
Luz Leon 110 Fountainbleau Blvd. 305 Miami, Florida. 33172.	24 96

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):

Name & Address

Title:

Alex Fuentes
110 Fountainbleau Blvd. 305
Miami, Florida. 33172.

President

Luz Yantra Leon
110 Fountainbleau Blvd. 305
Miami, Florida. 33172.

Vice-President

Armando Barreto
110 Fountainbleau Blvd. 305
Miami, Florida. 33172.

Administrative Manager

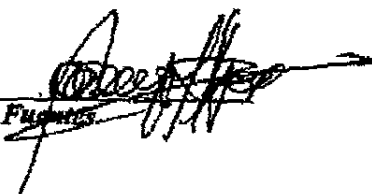
ARTICLE VI INCORPORATOR (S)

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

Alex Fuentes
President
110 Fountainbleau Blvd. 305
Miami, Florida. 33172.

IN WITNESS WHEREOF, The undersigned incorporator (s) has (have) executed these articles of incorporation this March 11, 2003.

Signature (s) of incorporator (s)


Alex Fuentes

ARTICLE VII Liability of Stockholder

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE VIII Management

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.*
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.*
- (c) All decision, business, mortgage, or in case the Corporation shall enter into any contract or transact any business, must be approved by 100% of stockholder.*
- (d) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, submit 's the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation:

TOP WINNER USA, CORP

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

Alex Fuentes
110 Fountainbleau Blvd. 305
Miami, Florida. 33172.

SIGNATURE
TITLE: President
DATE: 03/11/2008



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 DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: _____

Date: _____

