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BASIC AMENDMENT

TOP LEVEL CORPORATION

Certificate of Status	0
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Page Count	02
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Amend Restated

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Art. W/NAME
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 2, 2003

TOP LEVEL CORPORATION
15456 SW 32ND TERRACE
MIAMI, FL 33185

SUBJECT: TOP LEVEL CORPORATION
REF: P03000032922

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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Darlene Connell
Document Specialist

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective April 1, 2003 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: TOP LEVEL SOLUTIONS CORP.

Old Name: TOP LEVEL CORPORATION

Article II. Address

The mailing address of the Corporation is:

TOP LEVEL SOLUTIONS CORP.

15456 SW 32 Terrace

Miami FL 33185

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

JULIO CAVERO

EUGENIO GONZALES

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
305-373-5802

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Article IV. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Luis Agramunt
1221 Brickell Avenue, Suite 1100
Miami FL 33131

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

TOP LEVEL CORPORATION
TOP LEVEL SOLUTIONS CORP.

By: 

by T. Baez as attorney-in-fact

Name: JULIO CAVERO

Title: President

Date: April 1, 2003

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

TOP LEVEL SOLUTIONS CORP.

REGISTERED AGENT/OFFICE:

**Luis Agramunt
1221 Brickell Avenue, Suite 1100
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LUIS AGRAMUNT
by T. Baez as attorney-in-fact

Date: April 2, 2003

**Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
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