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TALLAHASSEE, FLORIDA

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6578

Hamlin Dalrio
8003 Southwest 6th Street
North Lauderdale, Florida 33068
June 12th, 2007

The Secretary of State
State of Florida
The Capitol
Tallahassee
Florida 32304

Dear Sir,

I am writing this letter requesting the enclosed Articles of Incorporation for TOP LEVEL, Inc., be filed, certified, and processed by your office.

Please find check for \$88.00 to cover various fees and taxes.

Thank you.

Sincerely


Hamlin Dalrio

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

TOP LEVEL, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

Article I

The name of the Corporation shall be:

TOP LEVEL INC.

Article II

The corporation is to compose, arrange, sell, and perform music, and to manufacture and distribute records and may engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article III

The maximum shares of stock with no par value that this corporation is authorized to have outstanding at any one time is ten (10) shares.

Article IV

The amount of capital with which this corporation will begin business will not be less than FIVE HUNDRED (\$500.00) DOLLARS.

Article V

The capital stock of this corporation shall be issued pursuant to a plan under Section 1244. Internal Revenue Code of 1954, as added by the Small Business Tax Revisions Act of 1958.

All of the stock and securities, in lieu of cash, or at a just valuation, to be determined by the Board of Directors of this Corporation.

Article VI

This Corporation is to have perpetual existence.

Article VII

The Principal office of the Corporation shall be:

8003 Southwest 6th Street
North Lauderdale, Florida

33068

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TALLAHASSEE, FLORIDA

Article VIII

The number of the Board of Directors of this Corporation shall not be less than one (1) person. The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the Acts of Legislature, shall hold office for the first year of the Corporation's existence, or until successors are elected and shall be duly qualified are:

Larry D. Mitchell
3360 Northwest 205th Street
Miami Gardens, Florida

Alvin West
10261 Oak Meadow
Lake Worth, Florida

Hamlin Dalrio
8003 Southwest 6th Street
North Lauderdale, Florida

Joseph King
444 Northwest 15th Avenue
Fort Lauderdale, Florida

Article IX

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

Larry D. Mitchell
3360 Northwest 205th Street
Miami Gardens, Florida

Alvin West
10261 Oak Meadow
Lake Worth, Florida

Hamlin Dalrio
8003 Southwest 6th Street
North Lauderdale, Florida

Joseph King
444 Northwest 15th Avenue
Fort Lauderdale, Florida

Article X

No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be a shareholder in the Corporation, and such sale or transfer may be made only after the same sale shall have been approved at a stockholder's meeting, exclusive of the stock to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

Article XI

The Corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what time and places and under what conditions and regulations, the accounting books of this Corporation (other than the stockbooks) or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account book or document of this Corporation, except as conferred by Statute, unless authorized by a resolution of the stockholders or Board of Directors.

Article XII

The registered agent and street address is as follows:

Hamlin Dalrio
8003 Southwest 6th Street
North Lauderdale, Florida 33068

Article XIII

The Corporation, its By-Laws, confers powers upon its Board of Directors or Officers in addition to the foregoing, and in addition to the powers authorized and expressly conferred by Stature.

Both Stockholders and Directors shall have the power, if the By-Laws so provide, to hold their respective meetings, and to have one or more officers within or without the State of Florida, and to keep the books of this Corporation, (subject to the provisions of this Stature) outside of the State of Florida, at such places as may from time to time may be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Stature and all rights conferred upon the stockholders herein are granted subject to this reservation.

We, the undersigned, being the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated

SUBSCRIBED at Miami, Dade County, Florida this 18 day of June, 2007


LARRY D. MITCHELL


ALVIN WEST


HAMLIN DALRIO


JOSEPH KING

State of Florida:

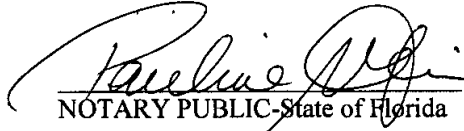
Ss

County of Broward:

BEFORE ME, the undersigned authority, personally appeared Larry D. Mitchell,
Hamlin Dalrio, Alvin West, and Joseph King, who after being duly sworn and under oath
State:

That they signed the above and foregoing Certificate of Incorporation for the
purpose therein set forth.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Fl this
18th day of June, 2007.


NOTARY PUBLIC-State of Florida

My Commission expires:

At Large
NOTARY PUBLIC-STATE OF FLORIDA
Pauline Mair
Commission # DD593777
Expires: OCT. 24, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

In Pursuant of Chapter 48.091, Florida Statutes, the following is
submitted in accordance with said Act:

FIRST---That TOP LEVEL, INC., is qualified to do business in the State
of Florida, with its principal office at:
8003 Southwest 6th Street, North Lauderdale, Florida, and has appointed Hamlin Dalrio
as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation,
at place designated in the Certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of said Act relative to keep open said office.

By: *Dalrio*
HAMLIN DALRIO
Resident Agent

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TALLAHASSEE, FLORIDA