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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE
MIAMI BEACH FL 33140-0000
CONTACT: JOSEPH MATA
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ELECTRONIC FILING COVER SHEET
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TOTALISA INC.
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

**Sandra B. Moorthy
Secretary of State**

May 12, 1995

CORPORATE CREATIONS OF MIAMI

MIAMI BEACH, FL

**SUBJECT: TOTALISA INC.
REF: H95000010135**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

2nd page of Articles were never received, please re-fax.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000005341
Letter Number: 895A00024449

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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**Articles of Incorporation
of
Todalisa Inc.**

Article I. Name

The name of this Florida corporation is Todalisa Inc.

Article II. Address

The mailing address of the Corporation is:

Todalisa Inc.
6971 Southern Blvd.
West Palm Beach, FL 33413

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

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

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

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

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Manuel Lopez
Diane Lopez

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of May 11, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on May 11, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Todalisa Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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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.

Corporate Creations Enterprises Inc.


Johnny C. Rodriguez, Vice President
By: Joseph P. Mata as Attorney in fact

Date: May 11, 1995

Corporate Creations International Inc.
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