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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: TOPRIDE CORPORATION

AUDIT NUMBER.....H96000014706

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EMPIRE CORPORATE KIT

P.01/04



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 10, 1996

EMPIRE

SUBJECT: TOPRIDE CORPORATION
REF: W96000022270

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ARTICLES OF INCORPORATION
OF
TOPRIDE CORPORATION, a Florida Corporation

ARTICLE I-NAME

The name of this Corporation is TOPRIDE CORPORATION, a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of Ten Dollar (\$10.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS

The name and street address of the initial registered office of this Corporation is Jorge L. Lopez-Garcia Esq., 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is 1985 N.W. 88th Court, Suite 201, Miami, Florida 33172.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than TWO (2). The names and addresses of the initial Directors are:

NAME

Jaime Rubin

ADDRESS

1985 N.W. 88th Court, Suite 201
Miami, Florida 33172

Perla Rubin

1985 N.W. 88th Court, Suite 201
Miami, Florida 33172

This Document Prepared By:
RODRIGUEZ LOPEZ-GARCIA
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777 Brickell Avenue, Suite 950
Miami, FL 33131
(305) 358-7600
FL Bar No. 0861685

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ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

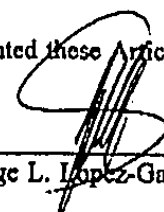
ARTICLE X-INCORPORATOR

The person signing these articles is Jorge L. Lopez-Garcia, Esq. whose address is 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 17th day of Oct., 1996.


Jorge L. Lopez-Garcia, Esq.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 17th day of Oct., 1996.


Jorge L. Lopez-Garcia, Esq.

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