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TO

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P.02

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TO: DIVISION OF CORPORATION

FAX: (305) 541-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: TOTAL HOLDINGS INCORPORATED
AUDIT NUMBER.....H96000017687
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1996

EMPIRE CORPORATED INCORPORATED

SUBJECT: TOTAL HOLDINGS INCORPORATED
REF: W96000026629

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

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Dana Calloway
Document Specialist

FAX Aud. #: H96000017687
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H96000017687

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**ARTICLES OF INCORPORATION
OF
TOTAL HOLDINGS INCORPORATED**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is **TOTAL HOLDINGS INCORPORATED** and mailing address of this corporation shall be: 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares of common stock at One Dollar (\$1.00) par value per share.

Prepared by:
CARLOS E. PADRON, ESQ.
Vila & Padron, P.A.
338 Minorca Ave.
Coral Gables, FL 33134
Telephone: (305) 461-4888
(Fla. Bar #866997)

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 338 Minorca Avenue, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Carlos E. Padron.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Carlos E. Padron, 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided for in the by-laws, but shall never be less than one.

ARTICLE VIII

BY-LAWS

The power to alter, adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 of December, 1996.


Carlos E. Padron, Incorporator

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19049224001 P.05

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**CERTIFICATE OF REGISTERED AGENT
OF
TOTAL HOLDINGS INCORPORATED**

Pursuant to Section 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That TOTAL HOLDINGS INCORPORATED, desiring to organize under the laws of the State of Florida, with its principal place of business at 338 Minorca Avenue, Coral Gables, Florida 33134, has named Carlos E. Padron located at: 338 Minorca Avenue, Coral Gables, Florida 33134, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated this 17th day of December, 1996.

By: Carlos E. Padron

Carlos E. Padron

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