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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TOP DOG OF MIAMI, INC.

AUDIT NUMBER.....H97000006200

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR 16 1997

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CERTIFICATE OF INCORPORATION

-OF-

TOP DOG OF MIAMI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purposes of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of Corporations for Profit.

ARTICLE ONE

The Name of the Corporation shall be TOP DOG OF MIAMI, INC.

ARTICLE TWO

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

ARTICLE THREE

The Corporation is authorized to have 500 shares of stock at a Par Value of \$1.00 per share, outstanding.

ARTICLE FOUR

The Amount of Capital that the Corporation shall begin business with shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE FIVE

The Corporation shall have perpetual existence.

ARTICLE SIX

The registered office and principal place of business for this corporation shall be 503 Catalonia Avenue, Coral Gables, Florida 33134.

ARTICLE SEVEN

Prepared By:

1

LEX LAW, P.A.
Maria A. Zelaya, Esquire
Florida Bar No. 38350
1441 North River Drive
Miami Florida 33125
(305) 324-4111

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The number of Directors shall not be less than ONE.

ARTICLE EIGHT

The Names and Post Office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation and by-laws of the Corporation Laws of the State of Florida, shall hold office for the First Year of the corporation's existence, or until their successor are elected and have qualified, are: Subhi Glaghassai, President, P.O. Box 14-1704, Coral Gables, Florida 33134; Ruth J. Casanova, Vice-President, 8960 NW 8th Street, Apt#314, Miami, Florida 33172; Rodolfo Menendez, Vice-President, 3532 SW 25th Terrace, Miami, FL 33133; Carolyn S. Voigt, Treasure/Secretary, 503 Catalonia Avenue, Coral Gables, FL 33134.

ARTICLE NINE

The Name and Addresses of the Subscribers to the Certificates of Incorporation is: Subhi Glaghassai, President, P.O. Box 14-1704, Coral Gables, Florida 33134; Ruth J. Casanova, Vice-President, 8960 NW 8th Street, Apt#314, Miami, Florida 33172; Rodolfo Menendez, Vice-President, 3532 SW 25th Terrace, Miami, FL 33133; Carolyn S. Voigt, Treasure/Secretary, 503 Catalonia Avenue, Coral Gables, FL 33134.

ARTICLE TEN

The Registered Agent for said Corporation is: Subhi Glaghassai, 503 Catalonia Avenue, Coral Gables, Florida 33134.

ARTICLE ELEVEN

The Corporation shall have all the rights and powers as Set Forth

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in the Florida Statutes, applicable to Corporations for Profit.

WE THE UNDERSIGNED, being the original Subscriber to the Capital Stock hereinabove named for the purpose of Forming a Corporation for Profit to do business, both with and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring that the facts herein stated are true, and have hereunto set our hand and seal this 11th day of April, 1997.


SUBHI GLAGHASSI, President

STATE OF FLORIDA)
) 88
COUNTY OF DADE)

ON THIS DAY, BEFORE ME, appeared: SUBHI GLAGHASSI, the Parties to the foregoing Certificate of Incorporation whom produced a FDL#G422-785-72-092-0 as identification, and acknowledged the said Certificate to be free and voluntary act and Deed of them, and that each statement and fact are therein truly Set Forth.

WITNESS my hand and Notarial Seal at Miami, Dade County, Florida on this 11 day of April, 1997.

My Commission Expires:



NOTARY PUBLIC-STATE OF FLORIDA
SAMUEL RIVERA
COMMISSION # 0028961
EXPIRES MAR 10 2001
RENOVED THROUGH
ARANTIS BONDING CO., INC. }

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That TOP DOG OF MIAMI, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Miami, County of

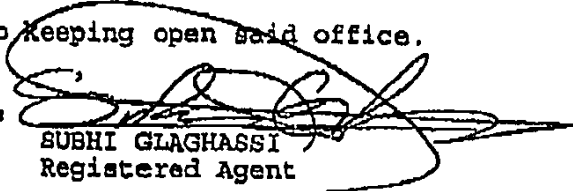
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Dade, State of Florida has named Subhi Glaghassi, located at 503 Catalonia Avenue, Coral Gables, FL 33134, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By: 
SUBHI GLAGHASSI
Registered Agent

Prepared By:

LEX LAW, P.A.
Maria A. Zelaya, Esquire
Florida Bar No. 38390
1441 North River Drive
Miami Florida 33125
(305) 324-4111

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