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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: TOSA COPORATION
AUDIT NUMBER.....H97000009119
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF
TOSA CORPORATION**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is TOSA CORPORATION.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

- . To engage in the purchase and sale of real and personal property of all types, wherever located.
- . To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with par value of 1.00.

ARTICLE FIVE

The address of the initial Registered Office of the corporation is 3670 N.W. 79 Street, Miami, FL 33147, and the name of the Registered Agent at such address is OSCAR TORRES.

ARTICLE SIX

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE SEVEN

The name and address of the Incorporator is:

OSCAR TORRES
3670 N.W. 79 Street
Miami, Florida 33147

Prepared by:
George M. Santamarina, Esquire
7175 S.W. 8th St., Suite 204, Miami FL 33144
Florida Bar No. 267961
(305) 261-4683

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ARTICLE EIGHT

The principal office of this corporation shall be located at 3670 N.W. 79 Street, Miami, Florida, with the corporation retaining the power to move its office to any other address in Florida.

ARTICLE NINE

This corporation shall be deemed to commence its existence on June 3, 1997.

ARTICLE TEN

The name and address of the first officers of the corporation who shall hold office until the first meeting of shareholders elected and qualified or until their earlier resignation, removal from office, or death, are:

PRESIDENT/SECRETARY/TREASURER:


OSCAR TORRES
3670 N.W. 79 Street
Miami, Florida 33147

IN WITNESS WHEREOF, I have subscribed my name this 3rd day of June, 1997.

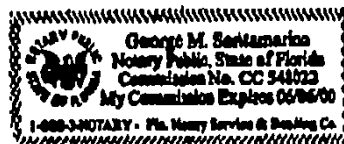

OSCAR TORRES
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 3rd day of June, 1997, by OSCAR TORRES, who is personally known to me or who provided personally known as identification.


Name
NOTARY PUBLIC

My Commission expires:



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**STATE OF FLORIDA
DEPARTMENT OF STATE**

The following is submitted in compliance with Chapter 48.091,
Florida Statutes:

TOSA CORPORATION
3670 N.W. 79 Street
Miami, Florida 33147

a corporation organized under the laws of the State of Florida,
with its principal office located in the County of Dade, State
of Florida, has named OSCAR TORRES, located at the same above
address, as its agent to accept service of process within this
State.

OFFICERS:

PRESIDENT/SECRETARY/TREASURER:

OSCAR TORRES
3670 N.W. 79 Street
Miami, Florida 33147



Incorporator

ACCEPTANCE:

I agree as Registered Agent to accept service of process: to
keep office open during prescribed hours; to post my name (and
any other officers of said corporation to accept service of pro-
cess at the above Florida designated address) in some conspicuous
place in office as required by law.

DATED: June 2nd, 1997.



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