

DATE 04, August, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

P97000069121

FILED
97 AUG -8 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: TOP CELL CORP., Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

0000001225012001--3
003/00397--00026--0005
***122.50 ***122.50

LUIS ALEJANDRO ARISTEIGUIETA
(Individual's Name)

TOP CELL CORP.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION

121 S.E. 1st. ST. Suite # 509

MIAMI, FLORIDA, 33131

PHONE

(305) 377-0533

Area Code

Number

Ext.

3-40522

QN 8/14/97

ARTICLES OF INCORPORATION

of

TOP CELL CORP.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

TOP CELL CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually and forever according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, par value \$ 0.01 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
121 S.E. 1st. Street Suite # 509		
CITY	FLORIDA	ZIP
MIAMI		33131
Mailing address, if different		
STREET ADDRESS		
SAME		
CITY	FLORIDA	ZIP
MIAMI		33131

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME		
LUIS ALEJANDRO ARISTEIGUIETA		
ADDRESS		
121 S.E. 1st. Street Suite #509		
CITY	FLORIDA	ZIP
MIAMI		33131

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have managed by a board of _____ directors initially. The number of directors may be either increased or diminished from time to time, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME LUIS ALEJANDRO ARISTEIGUIETA		
ADDRESS 11890 S.W. 18th. Terr. AP. # 106		
CITY MIAMI	STATE FLORIDA	ZIP 33175
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these articles of incorporation are as follows:

NAME LUIS ALEJANDRO ARISTEIGUIETA		
ADDRESS 11890 S.W. 18th. Terr. AP. # 106		
CITY MIAMI	STATE FLORIDA	ZIP 33175
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

The undersigned incorporator(s) have executed these articles of incorporation this 04 day of August, 1997.

(Signature)

(Signature)

(Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
97 AUG -8 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOP CELL CORP.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 121 S.E. 1st. Street Suite # 509

MIAMI, FLORIDA, 33131

has named LUIS ALEJANDRO ARISTEIGUIETA

located at the aforesaid address, as its registered agent to accept service of process within this state.

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


(Signature)

08/04/97
(Date)