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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

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NAME: A.S. TOP-LINE INTERNATIONAL TOURS CORP.

AUDIT NUMBER.....H97000013108

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

CERT. OF STATUS..1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 12, 1997

FAS-T CORP AGENTS INC

SUBJECT: A.S. TOP-LINE INTERNATIONAL TOURS CORP.  
REF: W97000018523

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000013108  
Letter Number: 797A00040694

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
A.S. TOP-LINE INTERNATIONAL TOURS CORP.

ARTICLE I-NAME

The name of this Corporation is:  
A.S. TOP-LINE INTERNATIONAL TOURS CORP.

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 of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue (THOUSAND) 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".  
M.S. MIAMI AUTO CORP. 50%  
GRUPO NANO CORP. 50%

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is MARIO SUAREZ, 17800 South Dixie Hwy, EL 33157. The principal place of business of the Corporation shall be 17800 South Dixie Hwy, Miami, FL 33157.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have two(2) Directors initially. The number of Director may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initials Directors are:

NAME	ADDRESS
MARIO SUAREZ - 50%	17800 South Dixie Hwy Miami, FL 33157
MIGUEL A. NANO B. - 50%	17800 South Dixie Hwy Miami, FL 33157

PREPARED BY:

DAISY MARTINEZ (DEMAR ENTERPRISES, INC.)  
ACCOUNTANT

1550 W. 84. ST. #77  
HYALEAH, FL 33014  
PHONE (305) 558-4947  
FAX (305) 821-9794

**ARTICLES VII-LAWS**

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 serie 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 MARIO SUAREZ, 17800 South Dixie Hwy, Miami, Fl 33157.

**ARTICLE XI-AMENDMENT**

This Corporation reserves the right to maned 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 11 day of August, 1997.

  
-----  
M S MIAMI AUTO CORP.  
MARIO SUAREZ

  
-----  
GRUPO NANO CORP.  
NIGUEL A. NANO BERMUDEZ

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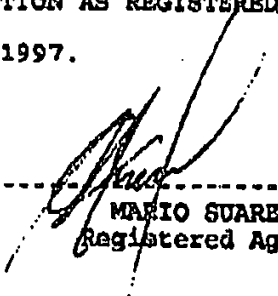
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that A.S. TOP-LINE INTERNATIONAL TOURS CORP. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation has named MARIO SUAREZ located at MIAMI, FL. County of DADE, State of Florida, as its 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.

Dated this August 11, 1997.

  
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MARIO SUAREZ  
Registered Agent

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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