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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: TOTAL EXCHANGE, INC.
AUDIT NUMBER.....H97000019589
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....0 DEL.METHOD.. FAX
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ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:

TOTAL EXCHANGE, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**5131 NORTH WEST 112TH PLACE
MIAMI, FLORIDA 33178**

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**5131 NORTH WEST 112TH PLACE
MIAMI, FLORIDA 33178**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

RICARDO RODRIGUEZ

PREPARED BY:

**GUILLERMO UBIETA
8045 North West 36TH STREET
Suite No. 525
MIAMI, FL. 33166
(305) 597-4511**

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS/ ARE:

RICARDO RODRIGUEZ
PRESIDENT, SECRETARY & DIRECTOR

GRECEMAR ABRAHIM LUSTOSA MORRISON
VICE-PRESIDENT, TREASURER & DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

RICARDO RODRIGUEZ
5131 NORTH WEST 112TH PLACE
MIAMI, FLORIDA 33178

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 24TH DAY OF NOVEMBER OF 1997.


RICARDO RODRIGUEZ
Incorporator


GRECEMAR A. LUSTOSA MORRISON
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **TOTAL EXCHANGE, INC.** DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED **RICARDO RODRIGUEZ**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **TOTAL EXCHANGE, INC.** TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF **REGISTERED AGENT** FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 24TH DAY OF NOVEMBER, 1997.


RICARDO RODRIGUEZ
Registered Agent

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