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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: TOPE CORPORATION  
AUDIT NUMBER.....H98000007986  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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Bm 4/28/98



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

April 28, 1998

EMPIRE

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SUBJECT: TOPE CORPORATION  
REF: W98000009499

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.

You must list the corporation's principal office and/or a mailing address in the document.

IF THE PRINCIPAL OFFICE & THE REGISTERED OFFICE ARE THE SAME, PLEASE INDICATE THAT IN ARTICLE VII.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg  
Document Specialist

FAX Aud. #: H98000007986  
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(6)

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**ARTICLES OF INCORPORATION**  
**OF**  
**TOPE CORPORATION**

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TALLAHASSEE FLORIDA

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**ARTICLE I-NAME:** The name of the Corporation is:

**TOPE CORPORATION**

**ARTICLE II-EXISTENCE:** This Corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

**ARTICLE III-PURPOSE:** This Corporation is organized for the purpose of transacting any lawful business.

**ARTICLE IV-CAPITAL STOCK:** This Corporation is authorized to issue 1000 shares at \$1.00 par value, common stock.

**ARTICLE V-UPON LIQUIDATION OR DISSOLUTION:** In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

**ARTICLE VI-PRE-EMPTIVE RIGHTS:** Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

**ARTICLE VII-INITIAL REGISTERED OFFICE:** The street address of the initial registered office and principal office of this corporation is: Alhambra International Center, 255 - Alhambra Circle, Suite 420, Coral Gables, Florida 33134. The name of the initial registered agent of this corporation at that address is: Reemberto Diaz, Esq.

PREPARED BY: REEMBERTO DIAZ, ESQ. FEN. 295884  
255 ALHAMBRA CIRCLE #420  
CORAL GABLES, FL 33134  
(305) 446-0001

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**ARTICLE VIII-INITIAL BOARD OF DIRECTORS:** This corporation shall have two

(2) director initially. The number of directors may be increased from time to time as provided for by the Bylaws. The names and addresses of the initial director of this corporation:

**Guillermo Perez**

Alhambra International Center  
255 Alhambra Circle  
Suite 420  
Coral Gables, Florida 33134

**Tomas Diaz**

Alhambra International Center  
255 Alhambra Circle  
Suite 420  
Coral Gables, Florida 33134

**ARTICLE IX-INCORPORATORS & SUBSCRIBERS:** The names and addresses of the persons

signing these Article are:

**Tomas Diaz,**

Alhambra International Center  
255 Alhambra Circle  
Suite 420  
Coral Gables, Florida 33134

**Guillermo Perez**

Alhambra International Center  
255 Alhambra Circle  
Suite 420  
Coral Gables, Florida 33134

**ARTICLE X-BYLAWS:** The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK:** Shares of capital stock of this corporation shall be issued initially to the following persons in the amount described below:

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Guillermo Perez	500	shares
Tomas Diaz	400	shares
Reemberto Diaz, Esq.	100	shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**ARTICLE XII-CUMULATIVE VOTING:** At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE XIII-CALLING OF SPECIAL MEETINGS:** Special meetings of the shareholders may be called by the Board of Directors.

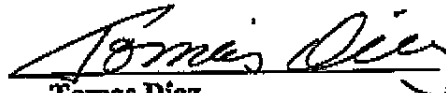
**ARTICLE XIV-SHAREHOLDERS QUORUM & VOTING:** Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV-AMENDMENT:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of  
Incorporation this 15 day of April, 1998.

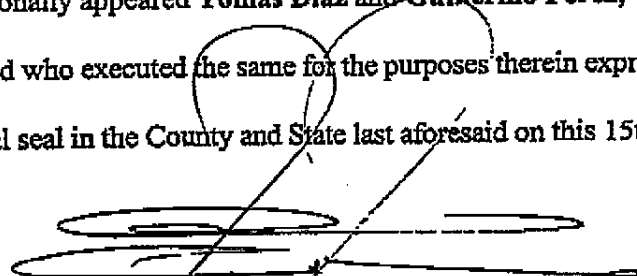
  
Tomas Díaz

  
Guillermo Perez

STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE )

BEFORE ME, an officer duly authorized in the State aforesaid and in the County  
aforesaid to take acknowledgment, personally appeared Tomas Diaz and Guillermo Perez, to me  
known to be the persons described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 15th day  
of April, 1998.

  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



REMEDILO DIAZ  
My Comm Exp. 2/16/2001  
Bonded By Service Ins  
No. CC621867  
[I Personally Known] [I Other I.D.]

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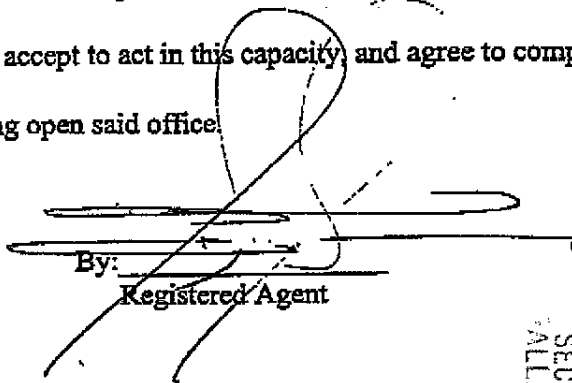
**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First-That **Tope Corporation**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Hialeah, County of Dade, State of Florida, has named **Reemberto Diaz, Esq.**, located at **Alhambra International Center, 255 Alhambra Circle, Suite 420, Coral Gables, Florida 33134**, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:** (Must be signed by designated agent)

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:   
Registered Agent

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