

ARTICLES OF INCORPORATION
OF
TOTAL HOLDING GROUP, INC.

FILE
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
Name

The name of the corporation is: TOTAL HOLDING GROUP, INC..

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the day these Articles are filed with the Florida Secretary of State.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 505 74TH Street Suite 14, Miami Beach, Florida 33141-2663, and the

name of the initial registered agent of this corporation at that address is: **EDWIN E. NEGRON**.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have **ONE (1)** director. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The initial director of this corporation is **EDWIN E. NEGRON**.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: **EDWIN E. NEGRON, 15040 S.W. 103rd Road, #3208 Miami, Florida 33196.**

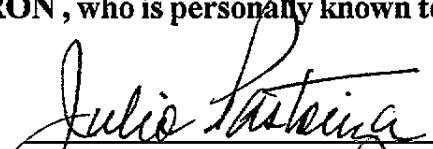
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 30th day of November, 1998.



EDWIN E. NEGRON, Subscriber

STATE OF FLORIDA:)
) **SS:**
COUNTY OF MIAMI-DADE:)

The foregoing instrument was acknowledged before me this 30th day of November, 1998, by **EDWIN E. NEGRON**, who is personally known to me, and who did take an oath.



Notary Public, State of Florida

My Commission Expires:



Julio Pastoriza
My Commission CC655422
Expires June 17, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

TOTAL HOLDING GROUP, INC.

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

That **TOTAL HOLDING GROUP, INC.** desiring to organize as a corporation in
accordance with the General Incorporation Act of the State of Florida, with its initial
principal office at: 505 74TH Street Suite 14, Miami Beach, Florida 33141-2663 and it
hereby designates **EDWIN E. NEGRON** as agent to accept service of process within this
state.

Having been named to accept service of process for the above stated corporation,
at the 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.



Edwin E. Negron

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