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TopOworld, Inc. Stephen R. Pate		
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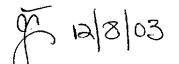
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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State FILED 2003 NOV 14 PM 6: 45

TALLAHASSEE FLORIDA

November 20, 2003

STEPHEN R. PATE 160 BOSPHOROUS AVENUE TAMPA, FL 33606

SUBJECT: TOPOWORLD CHILDREN'S CHARITIES, INC.

Ref. Number: W03000034951

We have received your document for TOPOWORLD CHILDREN'S CHARITIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Should this be a Non-profit corporation, if so the proper forms are enclosed.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2004 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article must be added to the Articles of Incorporation for the effective date.</u>

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 603A00063195

SECREINTY OF STATE TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit) ARTICLE I NAME

The name of the corporation shall be:

TopOworld Children's Charities, Inc.

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TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

160 Bosphorous Avenue Tampa, FL 33606

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Operate a charitable organization, whose primary benefactors shall be the musical, performing and visual arts programs for children in and around the Tampa Bay area of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

100,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Director and Chief Executive Officer: Stephen R. Pate 160 Bosphorous Avenue Tampa, FL 33606

Officer of Operations: Christine L. Hall 160 Bosphorous Avenue Tampa, FL 33606

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

TopOworld, Inc. 160 Bosphorous Avenue Tampa, FL 33606

ARTICLE VII INCORPORATOR The name and address of the Incorporator is:

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TALLAHASSEE FLORIDA

TopOworld, Inc. Stephen R. Pate 160 Bosphorous Avenue Tampa, FL 33606

Tampa, FL 33606	
***********	******

Having been named as registered agent to accept service of p. designated in this certificate, I am familiar with and accept the this capacity	rocess for the above stated corporation at the place appointment as registered agent and agree to act in
Signature Registered Agent	11/11/03
Signature/Registered Agent	
Signature/Incorporator	Date

Addendum to Articles of Incorporation for:

TopOworld Children's Charities, Inc.

Let it be known that these articles shall be effective on the First day of December, 2003.

Signature of Registered Agent

Date

Signature of Incorporator

Date