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TRANSMITTAL LETTER

March 21, 2001

RE: TOPPS, INC.  
CLERMONT FURNITURE, INC.

100003893061--5  
-03/22/01--01078--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

TO: Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

DOCUMENTS ENCLOSED:

Articles of Incorporation (x2)  
Check for \$ 70.00 (x2)

INSTRUCTIONS:

Please file, a certified copy of articles is not necessary.  
Thank you.

Respectfully submitted,



Robert N. Lerner, Esquire  
RNL/cbhb

FILED  
01 MAR 22 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

g3/28

**ARTICLES OF INCORPORATION  
OF  
CLERMONT FURNITURE, INC.**

**ARTICLE I - NAME**

The name of the corporation is **CLERMONT FURNITURE, INC.**

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III-ADDRESS**

The principal place of business and mailing address of this corporation shall be:

680 East Highway 50

Clermont, Florida 34711

**ARTICLE IV - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock and have a par value of \$ .01 per share.

**ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT**

The initial registered office of this Corporation shall be 680 East Highway 50, Clermont, Florida 34711 and the initial registered agent of this Corporation at such office shall be RONALD ALAN SHORE who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**FILED**  
01 MAR 22 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial Board of Directors shall consist of ONE member. The number of directors may be increased or decreased from time to time by vote of the stockholders.

RONALD ALAN SHORE, President/Director

ARTICLES VII - INCORPORATOR

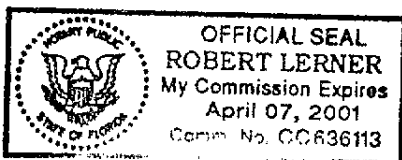
The name and street address of the person signing these Articles of Incorporation is:


NAME	ADDRESS
RONALD ALAN SHORE	680 East Highway 50, Clermont, Florida 34711

  
\_\_\_\_\_  
RONALD ALAN SHORE, Incorporator

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing Articles of Incorporation of **CLERMONT FURNITURE, INC.** were acknowledged before me this 20<sup>th</sup> day of March, 2001 by RONALD ALAN SHORE as Incorporator.



  
\_\_\_\_\_  
Notary Public-State of Florida  
Name:  
Address: 620 Jasmine Road  
My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **CLERMONT FURNITURE, INC.** at the place designated in the Articles of Incorporation, RONALD ALAN SHORE agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office.

Date: 3/20/01

  
\_\_\_\_\_  
RONALD ALAN SHORE

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01 MAR 22 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA