

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L000000000723

Top Dog America, LLC

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-01/20/00--01059--018
****160.00 ****160.00

<input type="checkbox"/>	Art of Inc. File
<input type="checkbox"/>	LTD Partnership File
<input type="checkbox"/>	Foreign Corp. File
<input checked="" type="checkbox"/>	L.C. File <u>Cert</u>
<input type="checkbox"/>	Fictitious Name File
<input type="checkbox"/>	Trade/Service Mark
<input type="checkbox"/>	Merger File
<input type="checkbox"/>	Art. of Amend. File
<input type="checkbox"/>	RA Resignation
<input type="checkbox"/>	Dissolution / Withdrawal
<input type="checkbox"/>	Annual Report / Reinstatement
<input checked="" type="checkbox"/>	Cert. Copy
<input type="checkbox"/>	Photo Copy
<input checked="" type="checkbox"/>	Certificate of Good Standing
<input type="checkbox"/>	Certificate of Status
<input type="checkbox"/>	Certificate of Fictitious Name
<input type="checkbox"/>	Corp Record Search
<input type="checkbox"/>	Officer Search
<input type="checkbox"/>	Fictitious Search
<input type="checkbox"/>	Fictitious Owner Search
<input type="checkbox"/>	Vehicle Search
<input type="checkbox"/>	Driving Record
<input type="checkbox"/>	UCC 1 or 3 File
<input type="checkbox"/>	UCC 11 Search
<input type="checkbox"/>	UCC 11 Retrieval
<input type="checkbox"/>	Courier

00 JUN 20 AM 11:10
RECEIVED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

00 JUN 20 AM 10:06
RECEIVED
TALLAHASSEE, FLORIDA
DISPOSITIONS
SECRETARY OF STATE

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

VB
1-20-00

ARTICLES OF ORGANIZATION

OF

Top Dog America, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME:

The name of the limited liability company shall be:

Top Dog America, LLC ("company")

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the company shall be:

8515 Bayshore Road, #154
Palmetto, Florida 34221

ARTICLE III - REGISTERED OFFICE AND AGENT

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

John E. Napolitano
677 North Washington Boulevard
Suite 1-A
Sarasota, Florida 34236

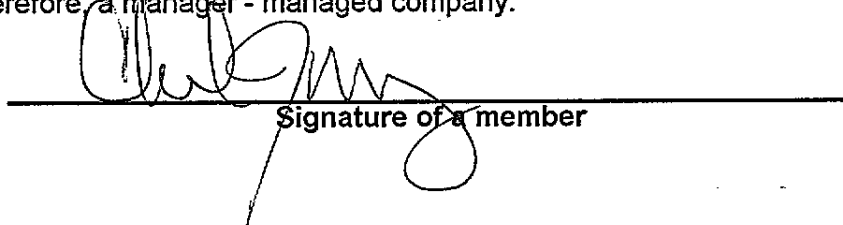
Having been named as the registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


John E. Napolitano
Registered Agent

ARTICLE IV - MANAGEMENT (Check box if applicable.)



The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

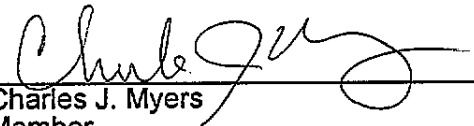

Signature of a member

00 JAN 20 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

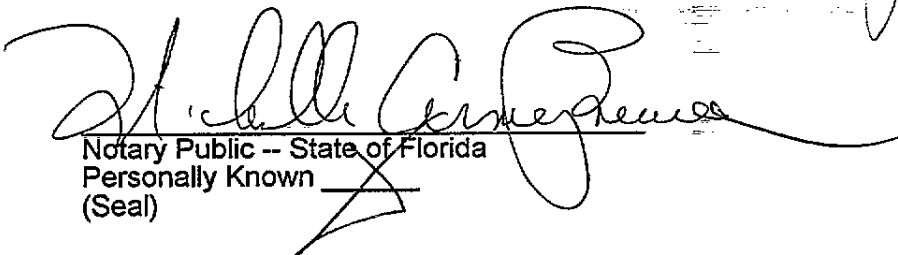
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization in Sarasota, Florida, on this 19th day of January, 2000.



Charles J. Myers
Member

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 19th day of January, 2000, by
Charles J. Myers



Notary Public -- State of Florida
Personally Known
(Seal)



00 JAN 20 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED