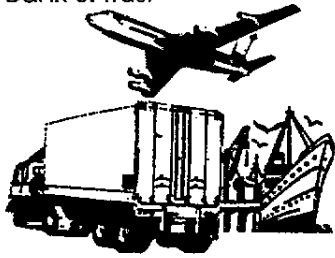


Our Banker:
FIDELITY FEDERAL
Bank & Trust

Telephone: (561) 963-8584
Fax: (561) 649-3665



TOPS INTERNATIONAL CO. EXPORTERS

39 Heather Cove Dr., Boynton Beach, Florida 33436 U.S.A.

L0100000/0035

June 08, 2001

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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To Whom It May Concern,

Here we sent a cover letter containing our name, address, and telephone number as requested.
Please feel free to contact us.

Sincerely,

Arlen Rodriguez

Arlen Rodriguez
President of Marketing

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

62

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

Tops International Company

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: 12/21/99
B. Jurisdiction: Palm Beach, Florida
C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Tops International Ltd. Co.

Arlexia Rodriguez
Signature of a Member or an Authorized Representative of a Member
(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.)

Arlexia Rodriguez
Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Tops International Ltd. Co.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

39 Heather Cove Drive
Boynton Beach, FL 33436

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Arlenia Rodriguez
Name
39 Heather Cove Drive
Florida street address (P.O. Box **NOT** acceptable)
Boynton Beach FL 33436
City, State, and Zip

Having been named as 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..

Arlenia Rodriguez
Registered Agent's Signature

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.

(An additional article must be added if an effective date is requested)

Arlenia Rodriguez
Signature of a member or an authorized representative of a member.

(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.)

Arlenia Rodriguez
Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

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