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JANUARY 1, 2000

FILED
00 FEB 18 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
CORPORATION DIVISION
409 E. Gaines Street
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32399

800003140099--8
-02/18/00-01087-007
*****75.00 *****75.00

RE: **TOPS UNLIMITED, INC.**

Gentlemen:

Enclosed herewith are the Articles of Incorporation together with a copy of said Articles for **Tops Unlimited, Inc.** and our check in the amount of \$75.00.

Respectfully submitted,

TOPS UNLIMITED, INC.

D. BROWN FEB 2 3 2000

CERTIFICATE OF INCORPORATION

OF

Tops Unlimited, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

Tops Unlimited, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal and registered office of the corporation shall be:

105 S.E. 7th Street Bay #6
Deerfield Beach, FL 33441

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

Vincent Felicetta

105 S.E. 7th Street Bay #6
Deerfield Beach, FL 33441

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscribers are as follows:

Vincent Felicetta

105 S.E. 7th Street Bay #6
Deerfield Beach, FL 33441

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Vincent Felicetta, being competent to contract, have hereunto set their hand and seal this 1 st day of JAN. 2000.

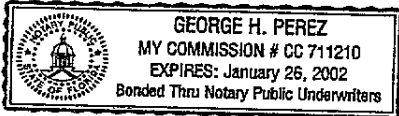

Vincent Felicetta

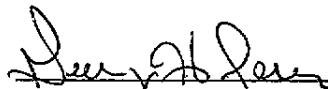
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Vincent Felicetta, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 1st day of January, 2000.




Notary Public, State of Florida

(NOTARY SEAL)

My Commission Expires:

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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **Tops Unlimited, Inc.**, desiring to organize under the Laws of the State of Florida with its principal and registered offices as indicated in the Articles of Incorporation, in the City of Deerfield Beach, County of Broward, State of Florida, has named Vincent Felicetta as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services 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 provisions of said Act relative to keeping open said office.

By:


Vincent Felicetta
Resident Agent