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AGF & ASSOCIATES
619 N. DIXIE HIGHWAY
LAKE WORTH, FL 33460
561-582-5129
FAX533-5959

Secretary of State
Corporation Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

May 10, 2000

To Whom It May Concern:

Please send the enclosed original and copy of Articles of Incorporation for:

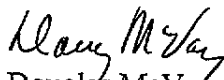
TOP CAPS, INC.

Enclosed please find a check in the amount of \$70.00 to cover the filing fees of \$35.00 and Registered Agent designation fees of \$35.00.

If there are any questions please contact me at the above number.

Thank you for your assistance.

Sincerely,


Douglas McVay,
President

DM/mm

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00 MAY 12 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 17 2000

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I NAME

Name of corporation shall be as follows:

TOP CAPS, INC

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

780 NE 37TH ST
BOCA RATON, FL 33431

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director (s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name of the initial Director(s) of the Corporation are:

KAREN LAROSIERE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 12 AM 10:16

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ARTICLE VIII INCORPORATOR

The name(s) and address(es) of the Incorporators:

KAREN LAROSIERE
780 NE 37TH ST
BOCA RATON, FL 33431

ARTICLE IX BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Director and shareholders.

ARTICLE X AMMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI SUB CHAPTER S CORPORATION

This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII REGISTERED AGENT AND OFFICE/

The Registered Agent, as listed below with address, hereby accepts said designation by signature below

KAREN LAROSIERE
780 NE 37TH ST
BOCA RATON, FL 33431

Karen Larosiere

THE UNDERSIGNED, as subscribing incorporator, have hereinto set our hand and seal on MAY 2, 2000 for the purpose of forming this Corporation under the laws of the State of Florida, and heredo make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.

Karen Larosiere
KAREN LAROSIERE