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ACCOUNT NO. : 072100000032

REFERENCE : 858334 7227360

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 70.00

ORDER DATE : October 10, 2000

ORDER TIME : 12:30 PM

ORDER NO. : 858334-005

CUSTOMER NO: 7227360

CUSTOMER: Mr. Benjamin R. Lacey, Jr.  
Mr. Benjamin R. Lacey, Jr.

1448 Barcelona Way

Fort Lauderdale, FL 33322

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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DOMESTIC FILING

NAME: TOPFINISHES, INC.

800003421078--3

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115  
EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
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CLERK OF STATE  
INCORPORATIONS

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ARTICLES OF INCORPORATION  
OF

TOPFINISHES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOPFINISHES, INC..

The address of the principal office of this corporation shall be 1448 Barcelona Way, Weston, Florida 33322, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Benjamin R. Lacey, Jr. Dir.	1448 Barcelona Way Weston, Florida 33322
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Elaina M. Hudon Dir.	2769 Irma Lake Drive West Palm Beach, Florida 33411
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Margaret S. Lacey Sr. Dir.	2493 Eagle Watch Lane Weston, Florida 33327
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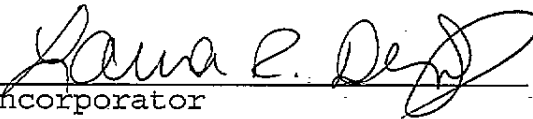
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

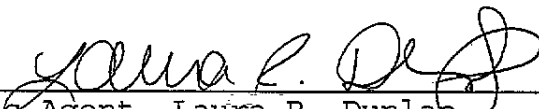
The Company Corporation  
2711 Centerville Road Suite 400  
Wilmington, Delaware 19808

The undersigned incorporator has executed these  
Articles of Incorporation on October 10, 2000.

  
\_\_\_\_\_  
Incorporator  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

By:   
\_\_\_\_\_  
Its Agent, Laura R. Dunlap  
Authorized Service Representative  
Corporation Service Company

njh