

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000006 3494

Topview International, Inc.

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-01/10/01--01017--005
*****78.75 *****78.75

- 01 JAN 10 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- FILED
- Art of Inc. File ☒
- LTD Partnership File ☐
- Foreign Corp. File ☐
- L.C. File ☐
- Fictitious Name File ☐
- Trade/Service Mark ☐
- Merger File ☐
- Art. of Amend. File ☐
- RA Resignation ☐
- Dissolution / Withdrawal ☐
- Annual Report / Reinstatement ☐
- ✓ Cert. Copy ☒
- Photo Copy ☐
- Certificate of Good Standing ☐
- Certificate of Status ☐
- Certificate of Fictitious Name ☐
- Corp Record Search ☐
- Officer Search ☐
- Fictitious Search ☐
- Fictitious Owner Search ☐
- Vehicle Search ☐
- Driving Record ☐
- UCC 1 or 3 File ☐
- UCC 11 Search ☐
- UCC 11 Retrieval ☐
- Courier ☐
- 01 JAN 10 AM 9:42
RECEIVED
OFFICE OF THE CLERK
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
- T SMITH JAN 10 2001

Signature _____

Requested by: JK

Name

Date

Time

1-10-01 9:00

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
TOPVIEW INTERNATIONAL, INC.

ARTICLE 1: NAME

The name of this Corporation is: TOPVIEW INTERNATIONAL, INC.

ARTICLE 2: DURATION

This Corporation shall exist perpetually.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue ONE MILLION (1,000,000) shares of One Cent (\$.01) par value voting common stock and ONE MILLION (1,000,000) shares of One Cent (\$.01) par value non-voting common stock.

ARTICLE 5: INITIAL PRINCIPAL
OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 2216 Windsong Court, Safety Harbor, Florida 34621.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is: Rick W. Sadorf, Esquire, 3580 Woodridge Place, Palm Harbor, Florida 34684.

ARTICLE 7: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME

ADDRESS

Pablo A. Santa Cruz

2216 Windsong Court, Safety Harbor, Florida 34621

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TALLAHASSEE FLORIDA

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Pablo A. Santa Cruz

2216 Windsong Court, Safety Harbor, Florida 34695

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

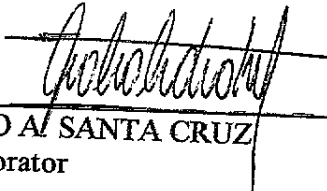
ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

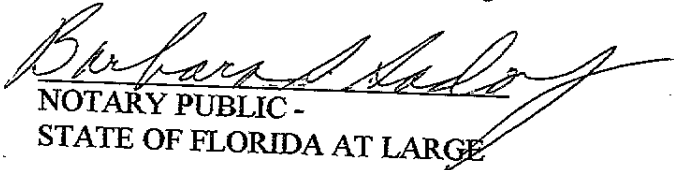
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 22 day of December, 2000.

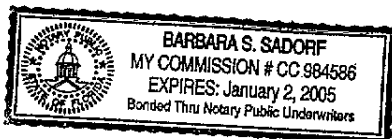

PABLO A. SANTA CRUZ
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22 day of
December, 2000, by Pablo A. Santa Cruz, who is personally known to me or who has produced
N/A as identification and who did not take an oath.

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01 JAN 10 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


NOTARY PUBLIC -
STATE OF FLORIDA AT LARGE



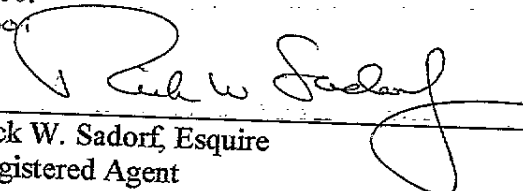
Printed Name of Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a
place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and
agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open
said office for service of process.

Dated this 8th day of ~~December~~, 2000.

JANUARY, 2001


Rick W. Sadorf, Esquire
Registered Agent