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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

TOPS-N-COLOR II, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

OF

TOPS-N-COLOR II, CORP.

ARTICLE I

Name

The name of this corporation is: **TOPS-N-COLOR II, CORP.**

ARTICLE II

Purpose

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue 100,000 shares of common stock of \$0.01 par value each.

ARTICLE IV

Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE V

Restrictions on transfer of shares

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to section 607.0627 of the Florida Business Corporation Act, as presently enacted.

ARTICLE VI

Main place of Business, Initial Registered Office and Agent

The initial registered office, and mailing address of the Corporation is: 4000 Collins Avenue, #319, Miami Beach, Fl 33140 and the Registered Agent is: William M. Bustamante.

*These Articles were prepared by:
William M. Bustamante, Esquire
780 N.W. 42nd Avenue, Suite 319
Miami, Fl 33126
(305) 444-7767*

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ARTICLE VII

Initial Board of Directors

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased from time to time in the manner provided in the by-laws.

ARTICLE VIII

Incorporator

The names and addresses of the person signing these articles are:

Name

Street Address

ABRAHAM BAROUKH

14202 S.W. 136th Street

Miami, Fl 33186

ARTICLE IX

Officers

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

ARTICLE X

By-Laws

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

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the incorporators, or to the first Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

ARTICLE XIProcedure in Case of Deadlock

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant then, any party may petition the Dade County Bar Association and/or the Dade County C.P.A. Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountants so nominated shall be considered as nominated by the party or parties that have refused or neglected to nominate pursuant to this Article.

The decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XIIDate of Commencement

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporators have executed the Articles of Incorporation, this

27 day of Feb, 2001.


ABRAHAM BAROUKH

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STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, personally appeared ABRAHAM BAROUKH, who is personally known to me or who produced _____, as his identification to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that he executed the same, this 27 day of FEB., 2001.

(Signature) _____

(Printed Name) _____

(Title) NOTARY PUBLIC - STATE OF FLORIDA

(Notarial Serial Number) _____

(My Commission Expires) _____

(Official Seal)



W. Bustamante
MY COMMISSION # CC700041 EXPIRES
December 26, 2001
BONDED THRU TROY FARM INSURANCE, INC.

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT: ABRAHAM BAROUKH

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