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Account Number : 072100000245  
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## FLORIDA PROFIT CORPORATION OR P.A.

Top Spin Cafe, Inc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 13, 2001

CORPORATE CREATIONS

SUBJECT: TOP SPIN CAFE, INC.  
REF: W01000008374

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Top Spin Cafe, Inc.

### Article II. Address

The Corporation's mailing address is:  
Top Spin Cafe, Inc.  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131

EFFECTIVE DATE  
4-12-01

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Rebeca F. Yaker  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131

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### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Daniel Katz

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Rebeca Yaker | FL Bar Member 989037  
Rebeca F. Yaker, P.A.  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131  
305-373-3202

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article VI. Incorporator**

The name and address of the incorporator is:

Rebeca Yaker

Rebeca F. Yaker, P.A.

1221 Brickell Avenue, Suite 1100

Miami FL 33131

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on April 12, 2001.

The undersigned incorporator executed these Articles of Incorporation on April 13, 2001.

  
REBECA YAKER

by L.A. Uriarte as attorney-in-fact

Rebeca Yaker | FL Bar Member 989037  
Rebeca F. Yaker, P.A.  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131  
305-373-3202

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

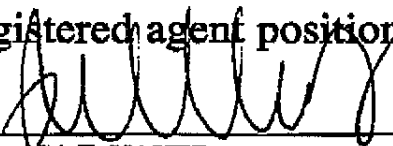
**CORPORATION:**

**Top Spin Cafe, Inc.**

**REGISTERED AGENT/OFFICE:**

**Rebeca F. Yaker  
1221 Brickell Avenue, Suite 1100  
Miami FL 33131**

**I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.**

  
\_\_\_\_\_  
**REBECA F. YAKER**  
by L.A. Uriarte as attorney-in-fact

**Date: April 13, 2001**

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**Rebeca Yaker | FL Bar Member 989037  
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