

PO 1000101946
LAW OFFICES
BRIAN P. GABRIEL, P.A.

BRIAN GABRIEL, ESQUIRE
SAM J. GABRIEL, ESQUIRE
BRYAN M. RAYMOND, ESQUIRE

ALICIA S. HUNTER, PARALEGAL
MARY WILKINSON, PARALEGAL

FILED
01 OCT 19 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 17, 2001

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32399

Re: TOPLESS CHARTERS, INC.

500004646235--9
-10/22/01--01015--007
***122.50 ***78.75

Gentlemen/Ladies:

Enclosed you will find two copies of the Articles of Incorporation of the above referenced corporation. Kindly return a certified copy to this office. Also enclosed is a check for \$122.50 for the filing fee, resident agent fee and a certified copy of the articles.

Yours very truly,


Sam J. Gabriel

SJG/le

Enclosure:

PS 10/22/01 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TOPLESS CHARTERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: TOPLESS CHARTERS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall commence on the date of filing.

ARTICLE III - PURPOSES

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100)

Shares of Common Stock of no par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already own, shall have the right to purchase their pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL BUSINESS AND MAILING ADDRESS

The principal place of business, office address and the mailing address of the corporation is 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410.

ARTICLE VII - DIRECTORS

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members. The names and addresses of the First Board of Directors are:

BRIAN P. GABRIEL 11380 Prosperity Farms Rd. #204
Palm Beach Gardens, Fl. 33410

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators are:

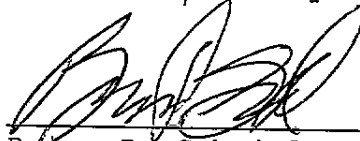
BRIAN P. GABRIEL

11380 Prosperity Farms Rd. #204
Palm Beach Gardens, Fl. 33410

ARTICLE IX - 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 subscriber has executed these Articles of Incorporation this 17th day of October, 2001.

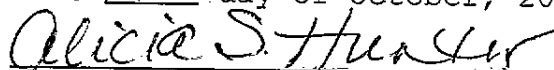


Brian P. Gabriel

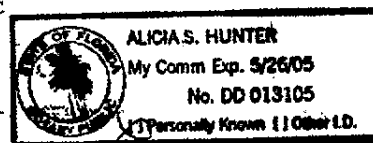
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me personally appeared BRIAN P. GABRIEL, who produced a drivers license issued by some state of the U. S. to me known to be the person described in the foregoing instrument, and he acknowledged before me, under oath, the execution of said instrument.

WITNESS my hand and seal this 17th day of October, 2001.



Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

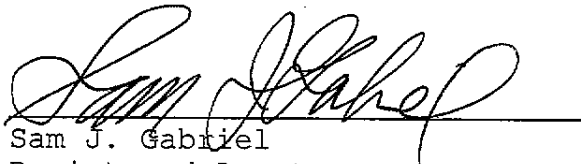
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In pursuance of the Florida Statutes, the following is
submitted, in compliance with said Statutes:

That TOPLESS CHARTERS, INC., desiring to organize under the
laws of the State of FLORIDA, with its principal office, as
indicated in the Articles of Incorporation at 11380 Prosperity
Farms Road, Suite 204, Palm Beach Gardens, Florida 33410 has named
SAM J. GABRIEL, 11380 Prosperity Farms Road, Suite 204, Palm Beach
Gardens, Florida 33410, as its agent to accept service of process
within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



Sam J. Gabriel
Registered Agent