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William R. Northcutt, P.A.

Attorney at Law

WILLIAM R. NORTHCUTT

Atlantis Professional Center  
2194 Highway A1A, Ste. 306  
Indian Harbour Beach, FL 32937

Telephone (321) 773-5320  
Facsimile (321) 773-5356

January 10, 2002

Department of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

Attn: Filing of Articles of Incorporation

100004771991--8  
-01/14/02--01023--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: TOP ePRODUCTS, INC.

Dear Sir/Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	35.00
Total	<u>\$ 78.75</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

WILLIAM R. NORTHCUTT, P.A.

  
WILLIAM R. NORTHCUTT

WRN/dlv  
enclosures  
cc: Wayne Darby, Incorporator

FILED  
2002 JAN 14 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

8/22/02

ARTICLES OF INCORPORATION OF

TOP ePRODUCTS, INC.

FILED

2002 JAN 14 PM 1:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is **TOP ePRODUCTS, INC.**
2. PRINCIPAL OFFICE/MAILING ADDRESS: The principal office of the corporation is 1767 S. Patrick Dr., Ste. B, Indian Harbour Beach, FL 32937. The mailing address of the corporation is 1767 S. Patrick Dr., Ste. B, Indian Harbour Beach, FL 32937.
3. SHARES: The number of shares the corporation is authorized to issue is 500 shares.
4. VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding stock.
5. PREEMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him/her to exercise his/her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
6. INITIAL REGISTERED OFFICE AND AGENT: The name and street address of

the initial registered agent and office of this corporation is: WILLIAM R. NORTHCUTT, Esq., 2194 Hwy. A1A, Ste. 306, Indian Harbour Beach, FL 32937.

7. INCORPORATORS: The name and address of the Incorporator is:

WAYNE J. DARBY, 1767 S. Patrick Dr., Ste. B, Indian Harbour Beach, FL 32937.

8. INITIAL DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be increased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director are: WAYNE J. DARBY, 1767 S. Patrick Dr., Ste. B, Indian Harbour Beach, FL 32937.

9. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

10. DURATION: The period of its duration is perpetual.

11. MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in special, regular and annual meetings of the Board of Directors by means of conference, telephone or similar communications equipment as provided by law.

12. INDEMNIFICATION: The corporation may be empowered to indemnify an officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

13. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles

of Incorporation this 10 day of JANUARY, 2002.

Wayne J. Darby  
WAYNE J. DARBY, Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes 2001.

William R. Northcutt  
WILLIAM R. NORTHCUTT, Registered Agent

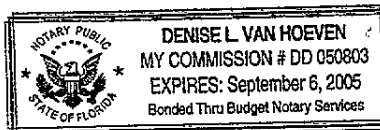
STATE OF FLORIDA )  
COUNTY OF BREVARD) s.s.:

BEFORE ME, the undersigned authority, appeared WAYNE J. DARBY, personally known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of January, 2002.

Denise L. Van Hoven  
Notary Public Signature

DENISE L. VAN HOVEN  
Notary Public Printed Signature



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6. INITIAL REGISTERED OFFICE AND AGENT: The name and street address of

the initial registered agent and office of this corporation is: WILLIAM R. NORTHCUTT, Esq., 2194 Hwy. A1A, Ste. 306, Indian Harbour Beach, FL 32937.

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WAYNE J. DARBY, 1767 S. Patrick Dr., Ste. B, Indian Harbour Beach, FL 32937.

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Wayne J. Darby  
WAYNE J. DARBY, Incorporator

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William R. Northcutt  
WILLIAM R. NORTHCUTT, Registered Agent

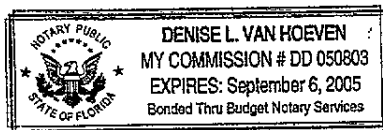
STATE OF FLORIDA )  
COUNTY OF BREVARD) s.s.:

BEFORE ME, the undersigned authority, appeared WAYNE J. DARBY, personally known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of January, 2002.

Denise L. Van Hoeven  
Notary Public Signature

DENISE L. VAN HOEVEN  
Notary Public Printed Signature



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