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02 MAY -8 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BlueTop, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<u>6</u>	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Examiner's Initials

25/9

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Bluetop, Inc.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is: Bluetop, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

1. All lawful purposes.
2. To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Articles of Incorporation

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership including the right to vote such stock.

7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

8. To engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, each having \$1.00 par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon; and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or the Directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

Articles of Incorporation

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is:

10540 S.W. 140 Rd. Miami, FL 33176.

The Board of Directors may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE VII

This corporation shall have not less than one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders but shall never be less than one. This corporation shall begin with 1 Director(s).

ARTICLE VIII

The Registered Agent of this corporation is: Pedro Baez, and the registered office is at:

10540 S.W. 140 Rd. Miami, FL 33176.

ARTICLE IX

The names and street addresses of each incorporator to these Articles of Incorporation are as follows:

Pedro Baez, 10540 S.W. 140 Rd. Miami, FL 33176.

ARTICLE X

The names and street addresses of each subscriber to the stock of said corporation shall be determined at a later date and the applicable stock certificates issued at the same time.

ARTICLE XI

Articles of Incorporation

The names and street address of the members of the first Board of Directors and Officers who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

Pedro Baez, 10540 S.W. 140 Rd. Miami, FL 33176. ; Secretary.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIII

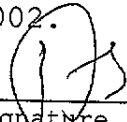
The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation; and such agreements may include any limitation upon the transferability of assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale or other stock; and such agreement shall be valid and this corporation may join as a party thereto.

ARTICLE XIV

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors shall deem necessary as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, trust or pledge to secure the indebtedness of the corporation.

Articles of Incorporation


IN WITNESS WHEREOF, the undersigned incorporator has hereunto set
his hand and seal this 6 day of May 2002.



Signature

Certificate designating place of business or domicile for the
service of process within Florida naming agent upon whom process may
be served in compliance with section 48.091, Florida statutes, the
following is submitted: _____

First, that the above company desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at the City of Miami, State of Florida, has named
Pedro Baez at 10540 S.W. 140 Rd. Miami, Florida 33176.
as its agent to accept service of process within Florida. Having
been named to accept service of process for the above stated
corporation, at the place designated in this certificate, 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.



Signature
(RESIDENT AGENT)

05/06/02

(DATE)

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TALLAHASSEE, FLORIDA