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Law Offices

John S. Norton, Jr., P.A.

Attorney and Counselor of Law

431 North Grandview Avenue
Daytona Beach, Florida 32118

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -7 PM 4: 12

Telephone 386-239-0770

Fax 386-254-3190

May 6, 2002

VIA OVERNIGHT DELIVERY

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, FL 32301

800005481698--0
-05/07/02--01074--006
*****78.75 *****78.75

Re: Blue At The Topaz, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the proposed Articles of Incorporation for the above entity, the original also having been executed by the registered agent named in the Articles. Kindly file the original Articles in your office and provide us with a certified copy.

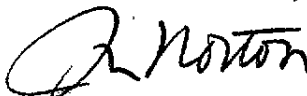
This firm's check in the amount of \$78.75 is enclosed to cover the following costs:

1. Filing fee for Articles
2. Certified copy of Articles
3. Filing fee for designation of registered agent

Thank you for your prompt attention.

Sincerely,

JOHN S. NORTON, JR., P.A.



John S. Norton, Jr.

JSN/bsg
Enclosures
cc: client

5-10
Done (4)

ARTICLES OF INCORPORATION

OF

BLUE AT THE TOPAZ, INC.

A Florida Corporation

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I
NAME

The name of the corporation is BLUE AT THE TOPAZ, INC.

ARTICLE II
DURATION

The duration of the corporation is perpetual. The date and time of commencement of the corporate existence shall be the date and time of the filing of these Articles of Incorporation by the Department of State of the state of Florida.

ARTICLE III
GENERAL PURPOSES

The purpose for which this corporation is initially organized is to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV
SHARES

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common voting stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 14 Wellford Lane, Palm Coast, Florida 32137.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 431 North Grandview Avenue, Daytona Beach, Florida. The name of the initial registered agent of the corporation at such address is John S. Norton, Jr., P.A.

ARTICLE VII
DIRECTORS

The number of directors constituting the initial Board of Directors is three, and the names and addresses of the persons who are to serve as the members thereof are as follows:

Patrick Reilly
167-20 Twenty-Ninth Avenue
Flushing, New York 11358

Gary Maresca
14 Wellford Lane
Palm Coast, Florida 32137.

John Read
24 Burning Wick Place
Palm Coast, Florida 32137.


The number of directors may be changed from time to time by the Bylaws.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

John S. Norton, Jr.
431 North Grandview Avenue
Daytona Beach, Florida 32118

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles this 6th day of May, 2002.

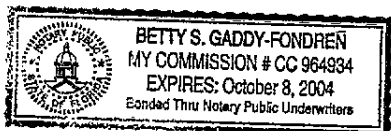


John S. Norton, Jr., Esquire, Incorporator

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 6th day of May, 2002, by John S. Norton, Jr., who is personally known to me.

(OFFICIAL SEAL)



Betty S. Gaddy-Fondren
Notary Public, State of Florida
Commission No.: CC 964934
My Commission Expires: Oct. 8, 2004

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts designation as registered agent of BLUE AT THE TOPAZ, INC. for service of process within the state of Florida.

JOHN S. NORTON, JR., P.A.

By: *J S Norton Jr*
John S. Norton, Jr., President

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TALLAHASSEE, FLORIDA
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