

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000108322

Urban Image Inc

300008233823-4
-10/07/02--01011--021
*****78.75 *****78.75

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- ☒ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
02 OCT -7 PM 11:05

RECEIVED
02 OCT -8 PM 12:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WUL-2813

Signature _____

Requested by SW

10/7

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 7, 2002

CAPITAL CONNECTION, INC.

SUBJECT: URBAN IMAGE, INC.
Ref. Number: W02000028913

We have received your document for URBAN IMAGE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 602A00056096

Corrected

RECEIVED
02 OCT -8 AM 9 28
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT - 8 PM 12:32

ARTICLES OF INCORPORATION
OF

URBAN IMAGE BY TOPPER, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

URBAN IMAGE BY TOPPER, INC.

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME

STREET ADDRESS

AMNON MIZRACHI

3776 N.E. 208th Terrace
No. Miami Beach, FL 33180

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

NAME

AMNON MIZRACHI

STREET ADDRESS

3776 N.E. 208th Terrace
No. Miami Beach, FL 33180

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The street address and mailing address of the principal office of the Corporation is as follows:

URBAN IMAGE, INC.
c/o Mark D. Cohen, P.A.
Presidential Circle, Ste. 400 No.
4000 Hollywood Blvd.
Hollywood, FL 33021

ARTICLE VII - MISCELLANEOUS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders.

In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.
5. The Corporation shall indemnify any officer or director, or any former officer of director, to the fullest extent permitted by law.

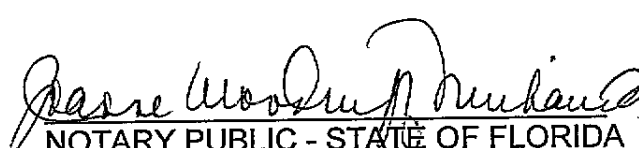
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Hollywood, Florida for uses and purposes aforesaid, this 4th day of October, 2002.


AMNON MIZRACHI

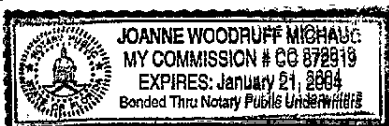
STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **AMNON MIZRACHI** who is well known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Hollywood, Broward County, Florida, this 4th day of October, 2002.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT -8 PM 12:32

PURSUANT to Chapter 607.34, Florida Statutes, **URBAN IMAGE** BY **TOPPER, INC.**

having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at **c/o Mark D. Cohen, P.A., Presidential Circle, 4000 Hollywood Blvd., Ste. 400 No., Hollywood, FL 33021**, has named **MARK D. COHEN, ESQ.**, located at **Mark D. Cohen, P.A., Presidential Circle, 4000 Hollywood Blvd., Ste. 400 No., Hollywood, FL 33021** as its registered agent to accept service of process within this State.

By: 

AMNON MIZRACHI

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

MARK D. COHEN, ESQ.
Mark D. Cohen, P.A.
Presidential Circle, Ste. 400 No.
4000 Hollywood Blvd.
Hollywood, FL 33021
(954) 962-1166