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FLORIDA PROFIT CORPORATION OR P.A.

TOWEL TOP COMPANY

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October 18, 2002

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Tim Burch

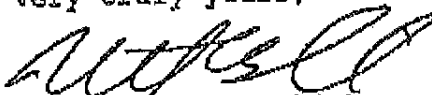
RE: Towl Top Company:

Dear Mr. Burch:

This office is attempting to help Mr. Ignatius Joseph Buda incorporate under the name "Towl Top Company" and a rejection letter was received from you. Please be advised that the owner of the trademarked name Towl Top is the same as the owner for this corporation. Please see the attached copy of Mr. Buda's drivers license. He preferred to initialize his first name instead of his middle name for the corporation.

Please contact me if you need anything further. Please also note the spelling of this corporation, ie. TOWL Top Company. Thank you for your attention and courtesy.

Very truly yours,


Kenneth C. Bronchick

KCB/

Enclosure

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 18, 2002

EMPIRE

SUBJECT: TOWEL TOP COMPANY
REF: WD2000030066

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

FAX Aud. #: H02000214031
Letter Number: 802A00057950

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ARTICLES OF INCORPORATION

OF

TOWL TOP COMPANY

The undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, and under the provision of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the Corporation shall be: Towl Top Company. Its principal place of business shall be located at 15503 Florenza Circle, Delray Beach, 33446, Palm Beach County, Florida, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: manufacture and/or sale, marketing and distribution of the Towl Top and other products, and to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do or to do anything that may lawfully be done by a corporation.

This Document Prepared By:

Kenneth C. Bronchick, P.A.
100 N. Cypress Creek Road #910
Ft. Lauderdale, FL 33309
Telephone No. (954) 938-9300
Florida Bar No. 434434

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DIVISION OF CORPORATIONS

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of Common Stock.

The common stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator(s) or by the Director(s) at a meeting called for such purpose.

ARTICLE IV

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors of not less than one Director, the exact number of Directors may be set by the By-Laws (when enacted) of this Corporation. Directors need not be stockholders.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

I. Joseph Buda
161 Coconut Key Lane
Delray Beach, Fl 33484

ARTICLE VII

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 stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

PRESIDENT:	I. Joseph Buda
SECRETARY:	I. Joseph Buda
TREASURER:	I. Joseph Buda

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
I. Joseph Buda	161 Coconut Key Lane Delray Beach, Fl 33484	400

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

There shall also be 600 shares authorized but not initially issued.

ARTICLE X

The name and address of the initial registered agent is:

Kenneth C. Bronchick, Esq.
100 W. Cypress Creek Road
Suite 910
Ft. Lauderdale, Florida 33309

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XI

Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own wilful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE XII

The Bylaws of the Corporation shall be made, altered or

rescinded by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

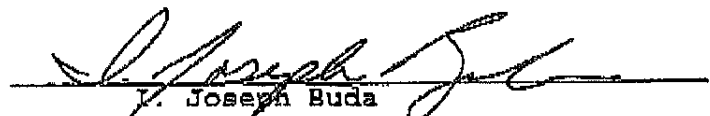
ARTICLE XIII

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence or a Court ruling that such stockholder, director and/or officer did commit wilful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

ARTICLE XIV

The provisions of this Charter, and each and every Article and section hereof, and the By-laws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

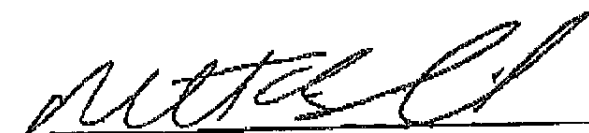
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17th day of October, 2002


J. Joseph Buda (SEAL)

STATE OF FLORIDA

COUNTY OF BROWARD

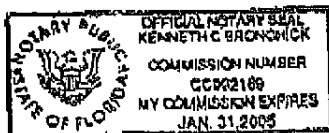
The foregoing instrument was acknowledged before me this 17th
day of October, 2002 by I. Joseph Buda, who is personally known to
me or who has produced Florida Drivers License as identification
and who did not take an oath.



My Commission Expires:

NOTARY PUBLIC

(SEAL)



Printed Name of Notary

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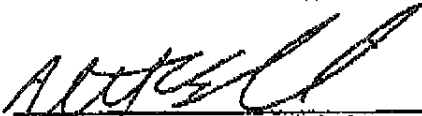
CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted, in compliance with said Act:

That TOWL TOP COMPANY, a Florida corporation qualified to
do business under the laws of this State, with its principal office
at Broward County, Florida, has appointed KENNETH C. BRONCHICK,
Esq. as its agent to accept service of process within this State
at: 100 W. Cypress Creek Road, Suite 910, Ft. Lauderdale, Florida
33309.

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.

BY:


Kenneth C. Bronchick
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS