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**Electronic Articles of Incorporation
For**

P02000131477
FILED
December 16, 2002
Sec. Of State

TOP SHOPS ONLINE INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
TOP SHOPS ONLINE INC.

Article II

The principal place of business address:
1289 NE OCEAN BLVD.
APT. 4
STUART, FL. 34996

The mailing address of the corporation is:
1289 NE OCEAN BLVD.
APT. 4
STUART, FL. 34996

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
100

Article V

The name and Florida street address of the registered agent is:
NORMA M BOULET
1289 NE OCEAN BLVD.
APT. 4
STUART, FL. 34996

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: NORMA M. BOULET

Article VI

The name and address of the incorporator is:

NORMA M. BOULET
1289 NE OCEAN BLVD.
APT. 4
STUART, FL USA

Incorporator Signature: NORMA M. BOULET

ARTICLE VII

The effective date of the corporation will be 01/01/03