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PICK-UP WAIT MAIL

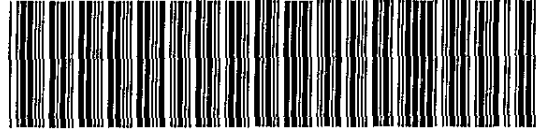
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
CORPORATIONS
03 NOV 19 PM 4:41

12-1-03

TRANSMITTAL LETTER

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

SUBJECT: TOPIC - Orlando, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Todd O. Phillips
Name (Printed or typed)

123 N. Orchard Street Suite 6-J
Address

Ormond Beach, FL 32174
City, State & Zip

386-299-0254
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

TOPIC – Orlando, Inc.

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DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: TOPIC - Orlando, Inc. The principal place of business of this corporation shall be 123 North Orchard Street, Suite 6-J, Ormond Beach, Florida, 32174, and the mailing address of business shall be 123 North Orchard Street, Suite 6-J, Ormond Beach, Florida, 32174.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at anyone time is 1,000 shares of common stock having a \$0.10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 123 North Orchard Street, Suite 6-J, Ormond Beach, Florida 32174, and the name of the initial registered agent of the corporation at that address is Todd O. Phillips.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

The Stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. OFFICERS

The name and address of the initial director and officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

Todd O. Phillips Director, President
123 North Orchard Street, Suite 6-J
Ormond Beach, FL 32174

Richard N. Jones Secretary and Treasurer
123 North Orchard Street, Suite 6-J
Ormond Beach, FL 32174

ARTICLE IX. INCORPORATOR

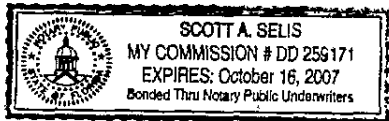
The name and street address of the incorporator to these Articles of Incorporation is: Todd O. Phillips, 123 North Orchard Street, Suite 6-J, Ormond Beach, Florida, 32174.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 14th day of November, 2003.


TODD O. PHILLIPS

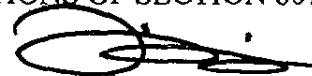
**STATE OF FLORIDA
COUNTY OF VOLUSIA**

The foregoing instrument was acknowledged before me this 17th day of November, 2003, by **TODD O. PHILLIPS**, who ~~presented to me a Florida drivers license as identification.~~ is personally known to me.




Notary Public

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COPORATION, AT THE PLACE DESIGNATED HEREIN, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Todd O. Phillips
Registered Agent

Dated: NOVEMBER 17, 2003