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(Requestor's Name)

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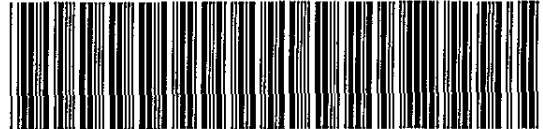
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MICHAEL DAVID McDONOUGH

ATTORNEY AT LAW

12798 FOREST HILL BOULEVARD, SUITE 201A

WELLINGTON, FLORIDA 33414

OF COUNSEL:
JOHN P. FENNER, ESQ.
BOCA RATON, FLORIDA

(561) 791-0590

FAX (561) 791-7326

November 26, 2003

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

Re: ARTICLES OF INCORPORATION OF "TOPS-R-US, INC."

Dear Sir or Madam:

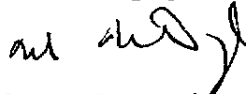
I am enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation. I also enclose herewith a check in the sum of \$78.75 which represents the following fees: (607.0122)

| | |
|----------------------|----------------|
| Filing fee | \$35.00 |
| Certified copy | \$ 8.75 |
| Registered Agent fee | \$35.00 |
| Total | <u>\$78.75</u> |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated. If you have any questions or if there are problems with which you wish to discuss, please do not hesitate to contact me.

Sincerely yours,



Michael David McDonough

MDM/ps

ARTICLES OF INCORPORATION

OF

"TOPS-R-US, INC."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is "TOPS-R-US, INC."

ARTICLE II

The initial principal office of the corporation is located at 4444 Theresa Court, Lake Worth, Florida 33463. The initial mailing address of the corporation is 4444 Theresa Court, Lake Worth, Florida 33463.

ARTICLE III

The number of shares the corporation is entitled to issue is 1,000 shares.

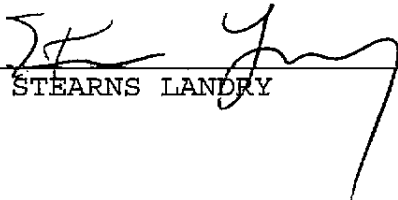
ARTICLE IV

The street address of the initial registered office of this corporation is 12798 Forest Hill Boulevard, Suite 201A, Wellington, Florida 33414, and the name of the initial registered agent of this corporation at that address is MICHAEL DAVID MCDONOUGH.

ARTICLE V

The name and address of the incorporator is Stearns Landry, 4444 Theresa Court, Lake Worth, Florida 33463.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22 day of November, 2003.


STEARNS LANDRY

Having been named as registered agent for the above-stated corporation, 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 607.0505, Florida Statutes 1993.



MICHAEL DAVID MCDONOUGH

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TALLAHASSEE, FLORIDA