

**Electronic Articles of Incorporation
For**

P04000121933
FILED
August 23, 2004
Sec. Of State
dwhite

TOPPS KITCHEN ALLEY, 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:

TOPPS KITCHEN ALLEY, INC.

Article II

The principal place of business address:

9 ISLAND AVENUE
1914
MIAMI BEACH, FL. US 33141

The mailing address of the corporation is:

9 ISLAND AVENUE
1914
MIAMI BEACH, FL. US 33139

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:

BEACON ACCOUNTING SERVICES, INC.
3135 SW MAPP ROAD
PALM CITY, FL. 34990

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

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Registered Agent Signature: JOSEPH R. RIZZUTI

Article VI

The name and address of the incorporator is:

SCOTT J. GRAY
9 ISLAND AVENUE SUITE 1914

MIAMI, FLORIDA 33139

Incorporator Signature: SCOTT J. GRAY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
SCOTT J GRAY
9 ISLAND AVENUE #1914
MIAMI BEACH, FL. 33139 US

Title: SEC
KURT MENN
6422 COLLINS AVENUE #1702
MIAMI BEACH, FL. 33141

Article VIII

The effective date for this corporation shall be:

08/23/2004