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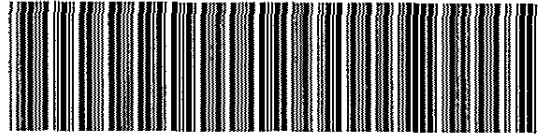
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05 JUN 13 PM 4: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUN 13 2005

ATKIN LAW FIRM

Attorney at Law
P.O. Box 2856
Ft. Myers, FL 33902

(239) 337-4477

(Fax) (239) 337-5376

May 25, 2005

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

Re: Toppers, Inc.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation and the original Certificate Designating Registered Agent and Place of Business Domicile for the Service of Process Within Florida and Acceptance of Agent Upon Whom Process May be Served for the above company. Please file the originals and return a certified copy of the Articles to this office. A check in the amount of \$122.50 is enclosed.

Your cooperation in this matter is appreciated.

Sincerely,



Howard Atkin

HA/spe
Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 3, 2005

ATKIN LAW FIRM
PO BOX 2856
FT MYERS, FL 33902

SUBJECT: TOPPERS, INC.
Ref. Number: W05000027687

We have received your document for TOPPERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tim Burch
Document Specialist
New Filings Section

Letter Number: 205A00039537

**ARTICLES OF INCORPORATION
OF**

TOPPERS OF SOUTHWEST FLORIDA, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of the corporation is ~~TOPPERS, INC.~~ **TOPPERS OF SOUTHWEST FLORIDA, INC.**

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing the Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is **MERRIENNE DIXIE**

ZUBER, 6396 Royal Woods Drive, Ft. Myers, FL 33908 and the name of the initial registered agent of this Corporation is HOWARD ATKIN, ESQUIRE, 1424 Dean Street Fort Myers, FL 33901

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director and no more than five. The name and address of the initial Board of Directors of the corporation is: MERRIENNE DIXIE ZUBER, 6396 Royal Woods Drive, Ft. Myers, FL 33908.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles is: MERRIENNE DIXIE ZUBER, 6396 Royal Woods Drive, Ft. Myers, FL 33908.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles on the

23 day of May, 2005.

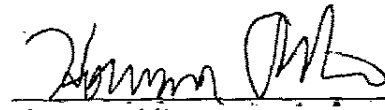

Merrienne Dixie Zuber

STATE OF FLORIDA

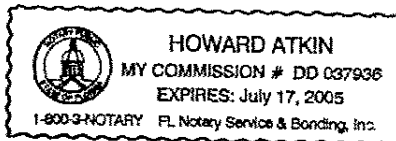
COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County as set forth above, personally appeared MERRIENNE DIXIE ZUBER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this
23rd day of MAY, 2005.

 (SEAL)
Notary Public

Official Seal

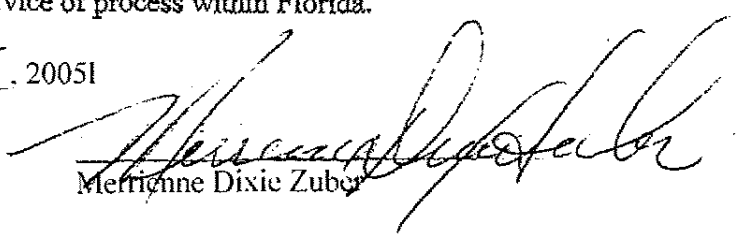


**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 607.34, Florida Statutes, the following is submitted.

That ~~TOPPERS, INC.~~ ^{TOPPERS OF SOUTHWEST FLORIDA, INC.}
~~XXXXXXXX~~ desiring to organize or qualify under the laws of the State of Florida,
with its principal place of business at 6396 Royal Woods Drive, Fort Myers, Florida 33908, has
named HOWARD ATKIN, ESQUIRE, located at 1424 Dean Street (P.O. Box 2856), Ft. Myers,
Florida 33902, as its agent to accept service of process within Florida.

DATED: May 23, 05, 2005


Merrienne Dixie Zuber

Having been named to accept service of process for the above- named corporation, at the
place designated on this certificate, I hereby agree to act in this capacity and I further agree to comply
with the provisions of all Statutes relative to the proper performance of my duties.


Howard Atkin, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA