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FERENCIK LIBANOFF BRANDT BUSTAMANTE AND WILLIAMS

PROFESSIONAL ASSOCIATION

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IRA L. LIBANOFF
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June 27, 2005

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JANET E. RITENBAUGH, Of Counsel

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32314

RE:

Articles of Incorporation for Top Line Supply, Inc.

Gentlemen:

Enclosed herewith are an original and one copy of Articles of Incorporation of subject proposed corporation. Please prepare a certified copy of said Articles, endorse your approval thereon, and return the copy to the undersigned. Our check made payable to you in the sum of \$87.50 is also enclosed.

This corporation will commence business upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate your office processing this charter immediately. If, for any reason, a charter cannot be issued for the proposed corporation, please contact the undersigned immediately.

Very truly yours,

Alan C. (Peter) Brandt, Jr.

ACB:br Enclosures

ARTICLES OF INCORPORATION OF

TOP LINE SUPPLY, INC.

ARTICLE I CORPORATE NAME

The name and mailing address of this Corporation shall be:

TOP LINE SUPPLY, INC. 3200 WEST COPANS ROAD POMPANO BEACH, FLORIDA 33069

ARTICLE II NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV INITIAL REGISTERED AGENT AND DESIGNATION OF REGISTERED AGENT

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

SUSAN MEARS, PRESIDENT/SECRETARY

and the registered post office address is:

3200 WEST COPANS ROAD POMPANO BEACH, FLORIDA 33069

to accept service of process within this State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION.

SUSAN MEARS

ARTICLE V BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than two (2) Director(s) at any time.

ARTICLE VI INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

SUSAN MEARS 3200 WEST COPANS ROAD POMPANO BEACH, FLORIDA 33069

JAMES MEARS 3200 WEST COPANS ROAD POMPANO BEACH, FLORIDA 33069

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation, or until a successor is elected.

ARTICLE VII INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

SUSAN MEARS 3200 WEST COPANS ROAD POMPANO BEACH, FLORIDA 33069

JAMES MEARS 3200 WEST COPANS ROAD POMPANO BEACH, FLORIDA 33069

ARTICLE VIII COMMENCEMENT

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true.

SUSAN MEARS, PRESIDENT/SECRETARY

JAMES MEARS, VICE PRESIDENT

STATE OF FLORIDA) ss: COUNTY OF BROWARD)

BE IT REMEMBERED that on this day before me, a notary public authorized in the State and County named above to take acknowledgments, personally appeared SUSAN MEARS and JAMES MEARS, to me known to be the persons described as the Incorporator in the foregoing Articles of Incorporation, and who acknowledged before me that they executed said Articles of Incorporation.

WITNESS my hand and seal at Broward County, State of Florida this 27 day of June, 2005.

Merceles Marie Dha NOTARY PUBLIC

My Commission Expires: 10-9-05

