

FEB-10-2006 11:34

EMPIRE

FEB 10 2006

PO 6000020344

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000035445 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (950) 205-0381

From: Account Name : EMPIRE CORPORATE KID COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
06 FEB 10 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

TOP GSM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu Corporate Filing Menu

Help

FEB-10-2006 11:34

EMPIRE

P.02/10



February 9, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT

SUBJECT: TOP GSM

REF: W06000006366

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

FAX Aud. #: W06000035445
Letter Number: 306A00009531

P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

TOP GSM, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: **TOP GSM , INC.**

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME**STREET ADDRESS****Hussein M. Echtey****1606 E. Hallandale Beach Blvd.
Hallandale, FL 33009****Elliot Cohen****1606 E. Hallandale Beach Blvd.
Hallandale, FL 33009**CLERK OF STATE
TALLAHASSEE, FLORIDA

06 FEB 10 PM 3:38

FILED

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

NAME

STREET ADDRESS

Ellot Cohen

1606 E. Hallandale Beach Blvd
Hallandale, FL 33009

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The street address and mailing address of the principal office of the Corporation is as follows:

1606 E. Hallandale Beach Blvd
Hallandale, FL 33009

ARTICLE VII - MISCELLANEOUS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of

holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.
5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Hollywood, Florida for uses and purposes aforesaid, this 9 day of Feb., 2006.

ELLIOT COHEN

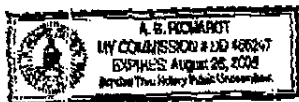
STATE OF FLORIDA)
) SS
 COUNTY OF Broward)

BEFORE ME, the undersigned authority, personally appeared ELLIOT COHEN who is well known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Hollywood, Broward County, Florida, this 9 day of Feb., 2006.

Richard
 NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



H00000035445

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 808.415 or 808.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE
AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

TOP GSM , INC.

2. The name of the Florida street address of the registered agent is:

Mark D. Cohen, Esq.
Mark D. Cohen, P.A.
Presidential Circle, Ste. 485 So.
4000 Hollywood Blvd.
Hollywood, FL 33021

Having been named as registered agent and to accept service of process for the
above stated limited liability company at the place designated in this certificate, I hereby
accept the appointment as registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.


MARK D. COHEN, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 FEB 10 PM 3:39

FILED

H00000035445