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**CAPLAN LAW FIRM, P.A.**

6260 Dupont Station Court, Suite C  
Jacksonville, Florida 32217  
(904) 256-3333 Telephone  
(904) 256-0051 Facsimile  
E-mail: [howard@caplawfirm.com](mailto:howard@caplawfirm.com)  
[www.caplawfirm.com](http://www.caplawfirm.com)

March 2, 2011

Division of Corporations  
Secretary of State  
State Of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed are an original and copy of Certificate of Domestication, Articles of Incorporation, Certificate of Reinstatement issued February 16, 2011, and a check for the appropriate fee.

Sincerely,

  
Howard A. Caplan

HAC/mt  
enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

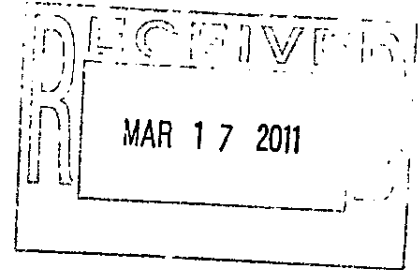
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 14, 2011

CAPLAN LAW FIRM, P.A.  
6260 DUPONT STATION COURT, SUITE C  
JACKSONVILLE, FL 32217

SUBJECT: TOP STAR INTERNATIONAL, LTD., INC.  
Ref. Number: W11000014470



We have received your document for TOP STAR INTERNATIONAL, LTD., INC. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the corrected 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) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 411A00006171

**CERTIFICATE OF DOMESTICATION OF  
TOP STAR INTERNATIONAL, INC.**

The undersigned, Dorothy Nicholson, Vice President, of Top Star International, LTD., Inc. a foreign corporation, in accordance with F. S., 607.1801 certifies:

1. The date on which the corporation was first formed was April 19, 2002.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the District of Columbia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Top Star International, LTD.
4. The corporation applied for recognition as a foreign corporation and was authorized to transact business within the State of Florida on June 9, 2008, under the name Top Star International, LTD., Inc. The document number of the foreign corporation is F08000002562.
5. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s.607.0202 and 607.0401 with this certificate is Top Star International, Inc.
6. The jurisdiction that constituted the seat, siege social, principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Florida.
7. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am the Vice President, of Top Star International, LTD., Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 17<sup>th</sup> day of March, 2011.



Dorothy Nicholson  
(Authorized Signature)

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11 MAR 21 PM 12:17

ARTICLES OF INCORPORATION  
OF  
TOP STAR INTERNATIONAL, INC.

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DIVISION OF CORPORATIONS  
11 MAR 21 PM 12:17

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, presents these Articles for the formation of a for profit corporation under the Business Corporations Act and other laws of the State of Florida.

ARTICLE I

The name of the corporation is Top Star International, Inc.

ARTICLE II

The general nature of the business that will be transacted by the corporation is any legally permissible activity, including business consultation.

The corporation has the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

The corporation has the power to do all and everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation or any amendments, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of this corporation.

The foregoing enumeration of purposes will not be held to limit or restrict, in any manner, the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is four hundred thousand (400,000) shares of common stock

having no par value. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by section 1244 of the Internal Revenue Code.

Shareholders will not have preemptive rights, unless specifically provided for in the Bylaws or a separate agreement among shareholders.

The shareholders may, by bylaw provision or by shareholders' agreement, impose restriction(s) on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

#### ARTICLE IV

This corporation will exist perpetually.

#### ARTICLE V

The principal office of the corporation initially will be at 1832 Brookwood, Jacksonville, FL 32207. The principal office may be moved to any address duly approved by the Board of Directors.

#### ARTICLE VI

The initial number of directors of the corporation will be three (3). The number of directors may be changed, provided however that the number of directors will never be less than one (1).

#### ARTICLE VII

The initial Board of Directors will be:

<u>Name</u>	<u>Address</u>
Donald Nicholson	3124 Mary Street Miami, FL 33133
Dorothy Nicholson	1832 Brookwood Jacksonville, FL 32207

Marina Musailosa

3124 Mary Street  
Miami, FL 33133

The initial Officers will be:

Donald Nicholson: President  
3124 Mary Street  
Miami, FL 33133

Dorothy Nicholson: Vice President, Secretary, Treasurer  
1832 Brookwood  
Jacksonville, FL 32207

#### ARTICLE VIII

The name and address of the incorporator and person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Howard A. Caplan	6260 Dupont Station Court Suite C Jacksonville, FL 32217

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, firm, or individual will be affected by the fact that any director of this corporation is interested in or is a director or officer of the other corporation or firm. A director of the corporation is relieved from any liability that might exist from contracting with this corporation if the director informs the other directors of his interest prior to entering into the contract.

#### ARTICLE X

The corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus

one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This corporation has the power to make loans, secured or unsecured, to its shareholders, if shareholders are active employees of the corporation.

#### ARTICLE XI

The corporation will indemnify any and all persons who serve or have served as directors or officers, and who at the request of the Board of Directors serve or have served as directors or officers of another corporation or firm in which the corporation had an ownership interest. This indemnification includes a person's heirs, administrators, successors, and assigns only for the purpose of remuneration and not time of service to or at the request of the corporation. The indemnification will be for all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), reasonably incurred by the person in connection with the defense or settlement of any claim, action, suit, or proceeding in which the person was a party by reason of being or having been a director or officer of at the request of the corporation. But the corporation will not indemnify any person who will have been liable due to the person's gross negligence or misconduct in the performance of the person's duty. This indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise. It is the intent of the corporation to indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.



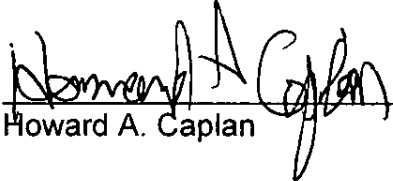
Agent

Dorothy Nicholson

Registered Office Address

1832 Brookwood  
Jacksonville, FL 32207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles  
of Incorporation this 2<sup>nd</sup> day of March, 2011.

  
Howard A. Caplan

ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation,  
at the place designated in the Articles of Incorporation to which this is attached, I accept  
to act in this capacity, and agree to comply with the provisions of law relative to keeping  
the office open.

 3/2/11

Dorothy Nicholson

Date

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