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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

AUG 21 2012

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Attorneys at Law

Arnold Straus, Jr.

Michael J. Eisler

Please reply to Pembroke Pines office
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2500 Weston Road - Suite 213
Weston, Florida 33331
Broward: (954) 349-9400
Facsimile: (954) 349-9300

August 13, 2012

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Top Card Enterprises, Inc.

Dear Secretary of State:

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s.607.1115, F.S.

Please return all correspondence concerning this matter to:

Arnold M. Straus, Jr., Esquire
STRAUS & EISLER, P.A.
10081 Pines Boulevard - Suite C
Pembroke Pines, Florida 33024

For further information concerning this matter, please call:

Judith L. Berger, Paralegal (954) 431-2000

Enclosed is a check payable to the Florida Department of State in the amount of \$122.50 representing filing fees, a certified copy and a Certificate of Status. Thank you.

Very truly yours,

STRAUS & EISLER, P.A.



Arnold M. ("Skip") Straus, Jr.
For the Firm

AMS/jlb
Enclosures

cc: Paul Weitzner, President (w/encl.)

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
FLORIDA PROFIT CORPORATION**

FILED
12 AUG 20 AM 10:41
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

TOP CARD ENTERPRISES, LLC

2. The "Other Business Entity" is a Florida Limited Liability Company first organized, formed or incorporated under the laws the State of Florida on June 21, 2007.

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

State of Florida

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

TOP CARD ENTERPRISES, INC.

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: (1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND (2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the "Other Business Entity" and the conversion complies with such law(s) and the requirements of s.607.115, F.S., in effecting the conversion.


7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed on this 16 day of August, 2012.

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

**TOP CARD ENTERPRISES, INC.,
a Florida corporation,**

By: 
PAUL WEITZNER, President

Required Signature(s) on behalf of Other Business Entity:

Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

**TOP CARD ENTERPRISES, LLC,
a Florida limited liability company,**

By: 
PAUL WEITZNER, Member-Manager

By: 
JED BORNFELD, Member-Manager

**ARTICLES OF INCORPORATION
FOR
TOP CARD ENTERPRISES, INC.**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED
12 AUG 20 AM 10:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Corporate Resolution of the Managers and Members of TOP CARD ENTERPRISES, LLC, adopted August 16, 2012, the Company hereby files these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

TOP CARD ENTERPRISES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 5420 Queen Lake Terrace, Davie, Florida 33331.

ARTICLE III. PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including the operation of a snack bar.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of \$1.00 per share. The corporation will begin business with One Hundred dollars (\$100.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 10081 Pines Boulevard, Suite C, Pembroke Pines, Florida 33024 and the name of the registered agent of the corporation at the aforesated address is Arnold M. Straus, Jr.

ARTICLE VI. TERM OF EXISTENCE

This Corporation shall commence upon filing these Articles with the Secretary of State and it shall exist perpetually.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro rata share of any new stock issued by Corporation at the price at which it is offered to others.

ARTICLE VIII. DIRECTORS

This corporation shall have one director and the number of directors may be increased from time to time as provided in the By-Laws, but shall never be less than one. The name and street address of the member of the Board of Directors is:

PAUL WEITZNER	5420 Queen Lake Terrace Davie, Florida 33331
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ARTICLE IX. OFFICERS

The names and addresses of the officers of the corporation who shall hold office until successors are elected or appointed are:

President:

PAUL WEITZNER	5420 Queen Lake Terrace Davie, Florida 33331
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Vice President/Secretary:

PATRICIA WEITZNER	5420 Queen Lake Terrace Davie, Florida 33331
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ARTICLE X. SUBSCRIBER

The name and street address of the subscriber of these Amended And Restated Articles of Incorporation are:

PAUL WEITZNER

5420 Queen Lake Terrace
Davie, Florida 33331

The undersigned has executed these Articles of Incorporation on this ____ day of August, 2012.



PAUL WEITZNER, President

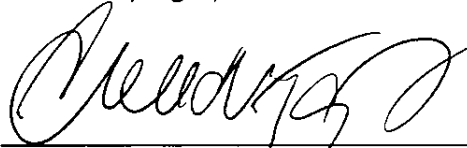
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **TOP CARD ENTERPRISES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 5420 Queen Lake Terrace, Davie, Florida 33331, has named Arnold M. Straus, Jr., Esquire, located at 10081 Pines Boulevard, Suite C, Pembroke Pines, Florida 33024, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to read 'Arnold M. Straus, Jr.', is written over a horizontal line.

ARNOLD M. STRAUS, JR., ESQUIRE
REGISTERED AGENT