

JAN-30-95 MON 12:17 PM

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P. 1

1/30/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

11:46 AM

((H95000001188)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FILINGS, INC.

DEPARTMENT OF STATE

3732 NW 16TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

FT LAUDERDALE FL 33311-

TALLAHASSEE, FL 32399

CONTACT: TERESA ROMAN

FAX: (904) 922-4800

PHONE: (904) 385-6735

FAX: (904) 385-6761

((H95000001188)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TOPA ENTERPRISES, INC.

FAX AUDIT NUMBER: H95000001188

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/30/1995

TIME REQUESTED: 11:46:13

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 072720000101

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** ENTER 'M' FOR MENU. **

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H9500000/187

ARTICLES OF INCORPORATION

OF

TOPA ENTERPRISES, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: TOPA ENTERPRISES, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The specific nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are do any and all of the things mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes, Chapter 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individual, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof;

To engage in any business related to import and export, and international commerce.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested;

This instrument prepared by:
Ariel Papback, Esq.
FL Bar No. 578576
4700-B Sheridan Street
Hollywood, FL 33021

305-967-8400

H9500000/187

HA500000 #78

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state,

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of the corporation;

To make donations for the public welfare or for charitable, scientific or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and any other incentive plans for any and all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise,

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes, Chapter 607.014.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$0.

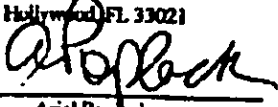
Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and name of the initial Registered Agent of this corporation shall be:

Ariel Poplack, Esq.
4700-B Sheridan Street
Hollywood, FL 33021

By:


Ariel Poplack

ARTICLE VI

The initial Board of Directors shall consist of a total of 2 person(s), and the name and address of the person(s) who shall serve as an initial director(s) is:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President/Treasurer/Director	Pauline Michels	2321 Bayview Lane North Miami, FL 33181
V.P./Secretary/Director	Anthony St. Prix	5600 Wiley Street Hollywood, FL 33023

ARTICLE VII

The street address of the principal place of business is:

2321 Bayview Lane
North Miami, FL 33181

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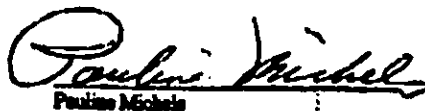
N9500000/178

ARTICLE VII

The name and address of the incorporator executing these articles of incorporation is:

Pauline Michels
2321 Bayview Lane
North Miami, FL 33181

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27th day of JANUARY, 1995.


Pauline Michels

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 27th day of January, 1995 by Pauline Michels who is personally known to me OR has produced their FLORIDA DRIVERS LICENSE as identification.



printed name:
Notary Public, State of Florida
Commission No. _____ my commission expires:



A. POPLACK
My Commission CC487014
Expires May 10, 1998
Bonded by \$400
200-422-1000

N9500000/178

JAN-30-95 MON 12:23 PM

P. 5

12500000 1177

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

Pursuant to Florida Statutes, Chapter 48.091, the following is submitted, in compliance with said act:

FIRST - That TOPA ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida, has named Ariel Poplack, Esq. located at 4700-B Sheridan Street, Hollywood, FL 33021, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY REGISTERED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate,

I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Ariel Poplack

This instrument prepared by:
Ariel Poplack, Esq.
FL Bar No. 378376
4700-B Sheridan Street
Hollywood, FL 33021
305-967-8940

12500000 1178

JAN-30-95 MON 12:23 PM

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1/30/95 FLORIDA DIVISION OF CORPORATIONS 11:46 AM
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TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC.
DEPARTMENT OF STATE 3732 NW 16TH ST
STATE OF FLORIDA FT LAUDERDALE FL 33311-
409 EAST GAINES STREET
TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
FAX: (904) 922-4000 PHONE: (904) 385-6735
FAX: (904) 385-6761
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H9500000 HBT

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TOPA ENTERPRISES, INC.

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(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes, Chapter 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individual, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof;

To engage in any business related to import and export, and international commerce.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested;

This instrument prepared by:

Arvid Fogelberg, Esq.

FL Bar No. 578575

4700-B Sheridan Street

Hollywood, FL 33401

305-967-8400

H9500000 HBT

H9500000 #77

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of the corporation;

To make donations for the public welfare or for charitable, scientific or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and any other incentive plans for any and all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes, Chapter 607.014.

ARTICLE IV

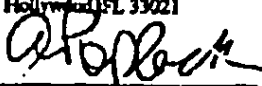
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Ariel Poplack

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2321 Bayview Lane
North Miami, FL 33181

H9500000 #77

JAN-30-95 MON 12:26 PM

H9500000/178

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ARTICLE VII

The name and address of the incorporator executing these articles of incorporation is:

Pauline Michels
2321 Bayview Lane
North Miami, FL 33181

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27th day of JANUARY, 1995.


Pauline Michels

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 27th day of January, 1995 by Pauline Michels who is personally known to me OR has produced their FLORIDA DRIVERS LICENSE as identification.



printed name: _____
Notary Public, State of Florida
Commission No. _____ my commission expires: _____



A FORLACK
My Commission CC481014
Expires Nov. 12, 1998
Bonded by F&F
888-437-1888

H9500000/178

JAN-30-95 MON 12:27 PM

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P. 10

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

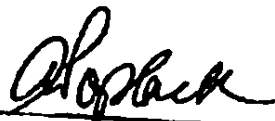
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ACKNOWLEDGEMENT: (MUST BE SIGNED BY REGISTERED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate,

I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Ariel Poplack

This instrument prepared by:
Ariel Poplack, Esq.
FL Bar No. 378376
4700-B Sheridan Street
Hollywood, FL 33021
305-967-8700

#1500000 1177