

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 APR 26 1995
 CAPITAL CONNECTION, INC.
 TALLAHASSEE, FL

4/26/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY JW _____

WALK-IN Will Pick Up 4-26 _____

RE: Topsy Industries, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
	300001464943	
	-04/26/95--01002--017	
<input type="checkbox"/> Name Reservation	****122.50	****122.50
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
TOPSY INDUSTRIES, INC.**

FILED
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, and pursuant to the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be TOPSY INDUSTRIES, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business of the corporation shall be to do any and all of the things hereafter set forth to the extent as natural persons might or could do in any part of the world, namely:

1. The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, including, but not limited to, conducting and operating the business of manufacturing and processing road construction and repair materials of all types in any manner whatsoever for profit, and to sell or otherwise dispose of said products at wholesale or retail, or in any other fashion, including

by franchise or by royalty, and to transact all business incidental and/or pertinent thereto.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or any part thereof, or interest therein. To engage in and conduct a general real estate business for profit, by buying, selling, leasing, developing, managing, or otherwise employing real estate for business purposes without limitation; and to transact all business incidental and pertinent thereto.

3. To apply for, purchase or in any manner to acquire; to hold, own, use and operate; to sell or in any manner dispose of; to grant or license other rights in respect of, and in any manner deal with any and all rights, interest, inventions, improvements and processes used in connection with or secured under letters, patents or copyrights of the United States or other countries, or otherwise, and to work, operate and/or develop the same.

4. To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds and in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bond debentures and other securities, merchandise, book debts and claims, trademarks, trade names, and any interest in real or personal property.

5. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of

exchange, bond debentures, and other obligations from time to time for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgages, pledges, deeds of trust or otherwise.

6. To acquire and take over as a going concern, and thereafter carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the goodwill and all or any of the assets and to assume or otherwise provide for all of the liabilities of any such business.

7. To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of the corporation.

8. To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of, and deal with real and personal property at any such place or places.

9. To enter into, make, perform, and carry out contracts and/or franchises of every sort and kind which may be necessary or convenient for the business of the corporation, or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory, or colony thereof, or any foreign

government, so far as, and to the extent that the same may be done and performed by corporations under the Corporation law.

10. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, and attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

11. In general, to carry on any other lawful business whatsoever in connection with the foregoing, or which is calculated directly or indirectly to promote the interest of the corporation or enhance the value of its properties.

12. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner any general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE III

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services,

at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall commence business shall not be less than Five Hundred and No/100th (\$500.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 40 S. W. 4th Street, Dania, Broward County, Florida, 33004, with the privilege of having branch offices at other places within the State of Florida, and within or without the United States of America.

ARTICLE VII

REGISTERED AGENT

The initial registered agent for this corporation is BOBBY SIMS, and the initial registered office is located at 40 S. W. 4th Street, Dania, Broward County, Florida 33004.

ARTICLE VIII

NUMBER OF DIRECTORS

The number of the Directors of this corporation shall be not less than one (1) nor more than five (5).

ARTICLE IX

DIRECTORS

The names and post office addresses of the initial members of the Board of Directors of this corporation shall be two (2) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

BOBBY SIMS	40 S. W. 4th Street Dania, Florida 33004
EMILY SIMS	40 S. W. 4th Street Dania, Florida 33004

ARTICLE X

OFFICERS

The names and post office addresses of the initial Officers of this corporation who shall hold office for the first year, or until their successors are elected or appointed, and have qualified, shall be:

BOBBY SIMS President	40 S. W. 4th Street Dania, Florida 33004
EMILY SIMS Secretary/ Treasurer	40 S. W. 4th Street Dania, Florida 33004

ARTICLE XI
INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation is:


BOBBY SIMS

40 S. W. 4th Street
Dania, Florida 33004

ARTICLE XII
SPECIAL CHARTER PROVISIONS

Directors and Officers for this corporation need not be stockholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of April, 1995.



BOBBY SIMS

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

PERSONALLY appeared before me, the undersigned authority, BOBBY SIMS, who is personally known to me and who did take an oath, to me well known to be the person described and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dania, Broward County, Florida, this 25th day of April, 1995.



Notary Public

My Commission Expires:

July 17, 1995

**STATE OF FLORIDA
DEPARTMENT OF STATE**

FILED
95 APR 26 AM 11:03
TALLAHASSEE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes:

TOPSY INDUSTRIES, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 40 S. W. 4th Street, in the City of Dania, County of Broward, State of Florida, has named BOBBY SIMS, located at 40 S. W. 4th Street, in the City of Dania, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
BOBBY SIMS	President	40 S. W. 4th Street Dania, Florida 33004
EMILY SIMS	Secretary/ Treasurer	40 S. W. 4th Street Dania, Florida 33004

DIRECTORS:

<u>NAME</u>	
BOBBY SIMS	40 S. W. 4th Street Dania, Florida 33004
EMILY SIMS	40 S. W. 4th Street Dania, Florida 33004

Dated this 25th day of April, 1995.

FILED

95 APR 26 AM 11:53

RECEIVED BY STATE
TALLAHASSEE FLORIDA

By: 
BOBBY SIMS, President

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process, to keep office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.


BOBBY SIMS, Registered Agent