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ACCOUNT NO. : 072100000052

REFERENCE : 591942 11397A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 5, 1995

ORDER TIME : 10:39 AM

ORDER NO. : 591942

CUSTOMER NO: 11397A

CUSTOMER: Steve Ginestra, Esq  
STEVE GINESTRA, PA

Suite 310  
1600 S.e. 17th Street Causeway  
Fort Lauderdale, FL 33316

800001477388  
-05/05/95--01067--014  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: TOPAS U.S. AGENCIES, INC.

\_\_\_ XXX ARTICLES OF INCORPORATION  
\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING A' PROOF OF FILING:

\_\_\_ XXXX CERTIFIED COPY  
\_\_\_ PLAIN STAMPED COPY  
\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN MAY - 5 1995

RECEIVED  
FILED  
95 MAY -5 AM 11:5595 MAY -5 PM 1:50  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TOPAS U.S. AGENCIES, INC.

FILED  
95 MAY -5 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

TOPAS U.S. AGENCIES, INC.

ARTICLE II - CORPORATE POWERS

The corporation shall have all powers now and hereafter granted to corporations for profit under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2930 University Drive  
Coral Springs, Florida 33065

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,200 shares of the par value of \$1.00 per share. All of said stock shall be payable in cash, property, labor, or services at a just valuation. Property, labor, or services may be purchased or paid for with the capital stock at a just valuation.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

George Rahael  
2930 University Drive  
Coral Springs, Florida 33065

ARTICLE VI - MANAGEMENT BY STOCKHOLDERS

The business of this corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Steve Ginestra  
1600 S.E. 17 Street Causeway  
Suite 310  
Fort Lauderdale, Florida 33316

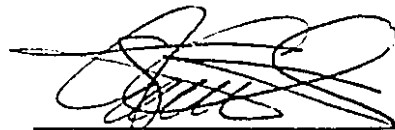
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer, incorporator, or stockholder, or any former officer or stockholder, to the fullest extent permitted by law.

ARTICLE IX - 1244 STOCK

The capital stock of this corporation shall be offered and sold under the provisions of Section 1244 of the Internal Revenue Code of the United States (to be known as Section 1244 Stock).

The undersigned has executed these Articles of Incorporation this 4th day of May, 1995.



Steve Ginestra, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me  
this 4th day of May, 1995, by STEVE GINESTRA, who is personally  
known to me.

Ruth Ballast

(signature of notary)

Ruth Ballast

(typed or printed name of notary)

NOTARY PUBLIC, STATE OF FLORIDA

Commission No.: CC 124388

(SEAL)

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES 5/1/95  
DO NOT SIGN BEYOND THIS DATE.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT TOPAS U.S. AGENCIES, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL SPRINGS,  
(CITY)

STATE OF FLORIDA, HAS NAMED GEORGE RAHAEL,  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 2930 UNIVERSITY DRIVE,  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 

(CORPORATE OFFICER)

George Rahael  
President

TITLE

DATE May 3, 1995

SIGNATURE 

(RESIDENT AGENT)

George Rahael

DATE May 3, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-  
PLETE PERFORMANCE OF MY DUTIES.

95 MAY 3 PM 1:50  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA