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JUPITER LAW CENTER

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JUPITER, FLORIDA 33458
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Attorneys At Law

RICHARD P. GUMSON •
ADAM S. GUMSON

• also admitted to New York Bar

June 19, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

500001520365
-06/22/95--01085--014
*****70.00 *****70.00

Re: TOP TEN EXPRESS, INC.

Gentlemen:

Enclosed please find original and one (1) copy of
Articles of Incorporation relative to the above corporation.

Kindly file the original and return the copy along
with your customary receipt.

My check, in the amount of \$70.00, is also enclosed
in payment of your fees.

Thank you for your anticipated courtesies and prompt
attention to this matter.

Very truly yours,

JUPITER LAW CENTER

Richard P. Gumson

RPG:sa
Encs.

FILED
95 JUN 22 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APK
6-21

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JUN 22 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TOP TEN EXPRESS, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is:

TOP TEN EXPRESS, INC.

ARTICLE II

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The Corporation is organized to conduct any and all lawful business.

ARTICLE IV

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE V

This Corporation shall indemnify and insure its Officers and Directors, or any former Officers and Directors, to the fullest extent permitted by law either now or thereafter.

ARTICLE VI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders, but the Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two or more persons and the Directors may rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by such committee.

ARTICLE VIII

REGISTERED AGENT/OFFICE AND MAILING ADDRESS

The address of the initial mailing office of the Corporation is: c/o JUPITER LAW CENTER, Chasewood Plaza - Suite 30, 6390 Indiantown Road, Jupiter, Florida 33458, with the privilege of having its offices and branch offices at other places within or without the State and the name of its initial registered agent at such address is: RICHARD P. GUMSON, ESQ., who hereby acknowledges that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

Registered Agent's Acceptance:


RICHARD P. GUMSON

ARTICLE IX

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until her successors are elected and shall qualify are:

NAME

PHILIP CAPPUZZO

ADDRESS

3019 Harbour Drive
Fort Lauderdale, FL 33301

ARTICLE X

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
PHILIP CAPPUZZO	3019 Harbour Drive Fort Lauderdale, FL 33301


IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on this 17th day of June, 1995.



PHILIP CAPPUZZO

STATE OF FLORIDA) SS.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 17th
day of June, 1995, by PHILIP CAPPUZZO, who is personally known to me or who has
produced a Drivers License as identification, and who did not take an oath.



NOTARY PUBLIC - State of Florida



Richard P. Gorman
My Commission Expires 02/12/99
Commission No. 00436727

NOTARY'S NAME PRINTED, STAMPED OR TYPED