

P95000068057

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

600001575066  
-08/31/95--01075--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

600001575066  
-08/31/95--01075--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: TopBooks, Inc.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$35.

FROM: Jorge B. San Miguel  
123 East Enid Drive  
Key Biscayne, Florida 33149  
(305) 361-6557

SN AUG 31 1995

FILED  
95 AUG 31 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TopBooks, Inc.**

**FILED**  
95 AUG 31 AM 9:55  
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:

TopBooks, Inc.

**ARTICLE II PRINCIPAL OFFICE**

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

123 East Enid Drive  
Key Biscayne, Florida 33149

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

The corporation shall have the authority to issue 500 Shares of Common Stock, each share to have Par Value of \$1. The shares may be issued upon such terms as the Board of Directors may from time to time authorize.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

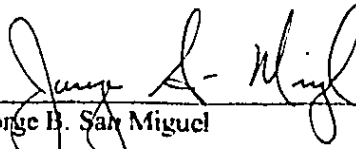
Jorge B. San Miguel  
123 East Enid Drive  
Key Biscayne, Florida 33149

**ARTICLE V INCORPORATOR**

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

Jorge B. San Miguel  
123 East Enid Drive  
Key Biscayne, Florida 33149

The undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 1995.

  
\_\_\_\_\_  
Jorge B. San Miguel

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

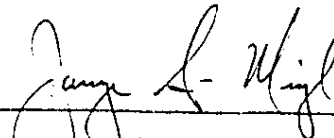
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TopBooks, Inc.
2. The name and address of the registered agent and office is:

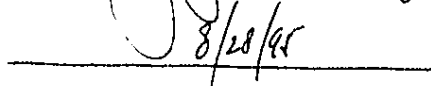
Jorge B. San Miguel  
123 East Enid Drive  
Key Biscayne, Florida 33149

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 AUG 31 AM 9:35

FILED