

P95000068898
E. DOUGLAS SPANGLER, JR., P.A.

ATTORNEY AT LAW

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1620 MAIN STREET, SUITE 3
SARASOTA, FLORIDA 34236

P.O. BOX 25382
SARASOTA, FLORIDA 34277-2382

August 31, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing of Articles of Incorporation
Topi-Pesah

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for filing on the behalf of the above-mentioned organization. Please certify the copy and return it to us in the enclosed self-addressed, stamped envelope. Also enclosed is our trust check #230 in the amount of \$122.50 for the filing fees.

If you have any questions, please do not hesitate to contact my office. Thank you for your help in this matter.

Very truly yours,

E. Douglas Spangler, Jr.
E. Douglas Spangler, Jr., Esquire

EDS/lk
Enclosures

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-09/05/95--01076--008
****122.50 ****122.50

*Called Lisa (Douglas's secretary)
re: 'Inc.' at 11:45 by E. D. S.*

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RECEIVED
TALLAHASSEE, FLORIDA

SEP -5 AM 11:21

FILED

**ARTICLES OF INCORPORATION
OF
TOPI-PESAH, INC.**

FILED
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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation pursuant to Section 607.0202, Florida Statutes, under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

TOPI-PESAH, Inc..

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share. The shareholders of this Corporation shall have preemptive rights.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1620 Main Street, Suite 3, Sarasota, FL 34236, and the name of the initial Registered Agent for the

corporation at that address is E. Douglas Spangler, Jr., PA.

The street and mailing address of the principal office of this corporation is: 4136 South Lockwood Ridge Road, Sarasota, FL 34231.

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Julie Topolanski
President
4136 South Lockwood Ridge Road
Sarasota, FL 34231

Idelle Levey
Vice President
6735 Mauna Loa
Sarasota, FL 34231

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

Idelle Levey
6735 Mauna Loa
Sarasota, FL 34231

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by it to the Shareholders and approved at a Shareholders Meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 30 day of August, 1995.

Incorporator:

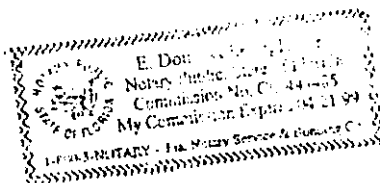
Idelle Levey
Idelle Levey

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, an officer duly authorized to take acknowledgments, personally appeared Idelle Levey, known to me to be the person(s) described in or has produced personally known as identification and who did take an oath and who executed the foregoing, and acknowledged before me that he executed the same and that the statements contained herein are true.

Witness my hand and official seal this 30th day of August, 1995.

My commission expires:



E. Douglas J. [Signature]
Notary Public

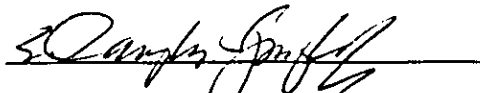
DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.
TOPI-PESAH, a corporation organizing under the laws of the State of Florida, with its principal office located at 4136 South Lockwood Ridge Road, Sarasota, FL 34231, has named E. Douglas Spangler, Jr., Esquire of E. Douglas Spangler, Jr., PA, whose address is 1620 Main Street, Suite 3, Sarasota, FL 34236, as Agent to accept service of process within this State.

ACCEPTANCE:

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

Registered Agent:



E. Douglas Spangler, Jr., Esq.

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, an officer duly authorized to take acknowledgments, personally appeared E. Douglas Spangler, Jr., Esquire, known to me to be the person(s) described in or has produced N/A as identification and who did take an oath and who executed the foregoing, and acknowledged before me

that he executed the same and that the statements contained herein are true.

Witness my hand and official seal this 30th day of August, 1995.

My commission expires:



LISA A KANDEL
My Commission CC478263
Expires Jul 06, 1999
Bonded by FIAI
800-422-1565

Lisa A. Kandel
Notary Public

CLERK OF STATE
TALLAHASSEE, FLORIDA

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FILED