

P9500073951

Richard J. Rosenbaum

ATTORNEY AT LAW

1300 Enterprise Drive, Unit C
Port Charlotte, FL 33953

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FILED
1995 SEP 28 PM 3 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* Also admitted in New York

September 18, 1995

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

CORPORATION DIVISION

Re: Filing of Articles of Incorporation
Top Gourmet, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation, and a check in the amount of \$122.50 to cover the costs of the filing fee, certified copy and registered agent designation.

Thank you for your attention to this matter. If you have any questions or comments in this regard, please do not hesitate to contact me.

Very truly yours,

Richard J. Rosenbaum

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TALLAHASSEE, FLORIDA

RJR/bk
Enclosures

ARTICLES OF INCORPORATION
OF
TOP GOURMET, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida General Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1. Name. The name of the corporation shall be Top Gourmet, Inc.

Section 1.2. Registered Agent and Office; Mailing Address. The Registered Agent for the corporation to accept service of process within the State of Florida shall be the incorporator. The street address of the Registered Agent is 1300 Enterprise Drive, Unit C, Port Charlotte, Florida 33953. The mailing address for the corporation shall be the street address of the Registered Agent.

ARTICLE II
DURATION AND COMMENCEMENT

Section 2.1. Duration. The corporation shall have perpetual existence, or until dissolved according to law.

Section 2.2. Commencement of Corporate Existence. The corporation's existence shall commence on the date of the filing hereof by the Department of State.

ARTICLE III
PURPOSE AND POWERS

Section 3.1. Purpose. The general purpose for which the corporation is initially organized shall be for any purpose a corporation can perform under Florida Statutes, and which is not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2. Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

Section 4.1. Class, Number and Par. The shares of stock authorized hereunder shall consist of only common stock. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be

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TALLAHASSEE, FLORIDA

limited to one thousand shares at one dollar par value.

Section 4.2. Consideration. The consideration for the issuance of said shares shall be in United States currency, or property or services of value as determined by the Board of Directors of the corporation. Any and all shares issued by the corporation shall be fully paid and nonassessable.

Section 4.3. Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V
GENERAL

Section 5.1. Amendment. The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors or by meeting of the shareholders pursuant to the procedures for amendment established under the Florida General Business Corporation Act. The procedural formalities may be dispensed with upon the written consent of all shareholders and all directors.

Section 5.2. Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held at the call of the majority, to adopt Bylaws, elect officers, and transact other necessary business.

Section 5.3. Directors. The number of directors constituting the initial Board of Directors shall be two. Said number may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of each initial member of the Board of Directors, who need not be a resident of the State of Florida, and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, or until removal or death, are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| Franz Signer | c/o Ernie Dierolf Badenerstrasse 414, Suite 4312 P.O. Box 2114 Zurich, Switzerland 8040 |
| Silvia Signer | c/o Ernie Dierolf Badenerstrasse 414, Suite 4312 P.O. Box 2114 Zurich, Switzerland 8040 |

Section 5.4. Incorporator. The name and address of the Incorporator executing these Articles of Incorporation is:

Name

Address

Richard J. Rosenbaum

1300 Enterprise Drive, Unit C
Port Charlotte, FL 33953

IN WITNESS WHEREOF, the undersigned executed this instrument
this 18th day of September, 1995.

INCORPORATOR:

Richard J. Rosenbaum
RICHARD J. ROSENBAUM

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

Richard J. Rosenbaum
RICHARD J. ROSENBAUM

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FLORIDA
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STATE OF FLORIDA)
COUNTY OF CHARLOTTE)

THE FOREGOING INSTRUMENT was acknowledged before me this 18th
day of September, 1995 by Richard J. Rosenbaum, (X) who is
personally known to me or () who has produced
as identification.

Barbara M. Kovach



OFFICIAL SEAL
Barbara M. Kovach
My Commission Expires
Feb. 20, 1997
Comm. No. CC 259142

Notary Public Signature
Printed Name: _____
My Commission No. _____
My Commission Expires: _____

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT

1996

DOCUMENT # **P95000073951 (2)**

TOP GOURMET, INC.

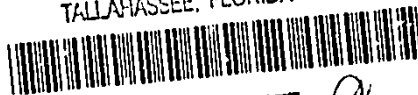


FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



REINSTATEMENT *96*

1. Date of Last Report: **09/22/1995**

2. Date of this Report: **11/13/96**

3. Date Incorporated or Qualified: **09/22/1995**

4. FFL Number: **1300**

5. Certificate of Status Desired: **\$8.75 Additional Fee Required**

6. Election Campaign Financing (Trust Fund) Contribution: **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 190.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent: **ROSENBAUM, RICHARD J
1300 ENTERPRISE DRIVE UNIT C
PORT CHARLOTTE FL 33953**

10. Name and Address of New Registered Agent:

11. Pursuant to the provisions of Sections 607.0502 and 607.1505, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change is authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: *Richard Rosenbaum* DATE: **11/5/96**

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONAL CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---|--|---|
| NAME | STREET ADDRESS | 1. TITLE | 2. NAME |
| D | SYGNE, FRANZ P O BOX 2114 ZURICH, SWITZERLAND 8040 | <input type="checkbox"/> DELETE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| D | SIGNER, SILVIA P O BOX 2114 ZURICH, SWITZERLAND 8040 | <input type="checkbox"/> DELETE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
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******375.00 ****375.00**

14. I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I am an officer or director of the corporation or the receiver or trustee responsible to prepare this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 of this report or on any attachments with initials.

SIGNATURE: *FRANZ SIGNER, MA* DATE: **5-1-96** **255,522.00**

CR2E034 (12/95)