

**BRUCE BRASHEAR**  
*Counselor At Law*

920 N.W. 8th Avenue, Suite A  
Gainesville, FL 32601  
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P9600000008Ld6

November 17, 1995

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

600001652396  
-12/04/95--01042--011  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE

12-21-95

RE: TOPPERS, INC.

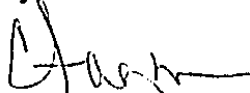
Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,



Carrie Fagan, Legal Assistant  
to Bruce Brashear, Esq.

Enclosures

W95-23848  
WFW

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC -4 AM 10:34



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 6, 1995

CARRIE FAGAN, LEGAL ASSISTANT  
920 N.W. 8TH AVENUE, SUITE A  
GAINESVILLE, FL 32601

SUBJECT: TOPPERS, INC.  
Ref. Number: W95000023848

We have received your document for TOPPERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Vickie Whitfield  
Corporate Specialist

Letter Number: 995A00053004

**BRUCE BRASHEAR**  
Counselor at Law  
920 N. W. 8th Avenue, Suite A  
Gainesville, FL 32601  
Phone: 904-336-0800  
Fax: 904-336-0505

**TRANSMITTAL MEMORANDUM**

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**DATE:** December 27, 1995  
**TO:** Vickie Whitfield, Corporate Specialist  
**COMPANY:** Florida Department of State  
**FROM:** Carrie Fagan, Legal Assistant

**RE:**

Attached please find Articles of Incorporation for Toppers of America, Inc. Pursuant to your letter of December 6 (copy attached), the words "of America" were added to differentiate it from an existing corporation. Please call immediately should you require further information. Thank you for your kind assistance.

Your ref. no.: W95000023848

**ARTICLES OF INCORPORATION  
OF  
TOPPERS OF AMERICA, INC.**

EFFECTIVE DATE  
**12/19/93**

**Article I**

*Name.* The name of this Corporation is TOPPERS OF AMERICA, INC.

**Article II**

*Principal Office.* The address of the principal office of the Corporation is 3550 S E. 25th Avenue, Ocala, FL 34471.

**Article III**

*Duration.* The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

**Article IV**

*Purpose.* The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

**Article V**

*Capital Stock.* This Corporation is authorized to issue 2,000 shares of \$.001 par value common stock.

**Article VI**

*By-Laws.* The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

**Article VII**

*Initial Registered Office and Agent.* The street address of the initial registered office of this Corporation is 3550 S E. 25th Avenue, Ocala, FL 34471, and the name of the initial registered agent of this Corporation is John W. Kirkpatrick, IV.

**Article VIII**

*Initial Board of Directors.* The Corporation shall have three (3) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

John W. Kirkpatrick, IV  
3550 S.E. 25th Avenue  
Ocala, FL 34471


John W. Kirkpatrick, III  
2531 N.W. 41st Street, Bldg. D  
Gainesville, FL 32606

George J. Albright, III  
209 S.E. 15th Avenue  
Ocala, FL 34471

**Article IX**

**Incorporator.** The name and address of the person signing these Articles is John W. Kirkpatrick, IV, 3550 S E. 25th Avenue, Ocala, FL 34471.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of December, 1995.

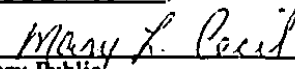
  
JOHN W. KIRKPATRICK, IV  
Incorporator

**STATE OF FLORIDA  
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of December, 1995, by John W. Kirkpatrick, IV, who is personally known to me, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 21<sup>st</sup> day of December, 1995.

(SEAL)

  
Notary Public

Printed Name  
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of TOPPERS OF AMERICA, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 21 day of December, 1995.

  
JOHN W. KIRKPATRICK, IV  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC -4 AM 10:35