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January 15, 1996

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

300001692943
-01/19/96--01041--004
****122.50 ****122.50

RE: TOPLINE, INC.

Ladies and Gentlemen:

Enclosed please find original and one copy of the articles of Incorporation for the above referenced corporation together with my firm's check in the amount of \$122.50 for the requisite filing fee. Please send a Certified Copy of the Articles of Incorporation showing the filing date to me at your earliest opportunity. I have enclosed a stamped, self-addressed return envelope for your convenience.

Thanking you for your anticipated attention to this matter, I remain

Very truly yours,

Ramon Carrion/ph

Ramon Carrion, Esq.

RC/ph
Enclosures

FILED
96 JAN 19 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY JAN 24 1996

**ARTICLES OF INCORPORATION
OF
TOPLINE, INC.**

FILED
56 JAN 19 AM 10
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is TOPLINE, INC. and the principal place of business and mailing address of this corporation is 28100 U.S. 19 North, Suite 502, Clearwater, Florida 34621.

ARTICLE II. DURATION.

This corporation shall exist perpetually.

ARTICLE III. PURPOSE.

This corporation is organized for the following purposes: the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue 500 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the initial registered office of this corporation is 28100 U.S. 19 N., Suite 502, Clearwater, FL 34621. The name of the initial registered agent of this corporation at that address is Ramon Carrion, P.A.

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these articles is:

Ramon Carrion
28100 U.S. 19 North, Suite 502
Clearwater, Florida 34621

ARTICLE VIII. POWERS.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 15th day of January, 1996.


Ramon Carrion

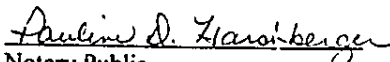
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


RAMON CARRION, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RAMON CARRION, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal this 15th day of January, 1996.


Notary Public

My Commission Expires:



OFFICIAL SEAL
Pauline D. Harshberger
My Commission Expires
Dec. 16, 1996
Comm. No. CC 246514