

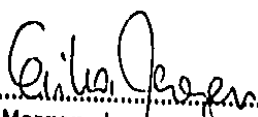
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Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700001745587
-03/15/96--01125--009
****122.50 ****122.50

Subject: Incorporation of TOP STONES UNLIMITED Inc.

I enclose an original and 1 copy of the Articles of Incorporation for the above corporation and a money order in the amount of \$ 122.50.


.....
Erika Morgen, Incorporator

From: Erika Morgen,
Address: 1717 N. Bayshore Dr., Apt. 2856,
Miami, FL, 33132
Telefon number: 305-530-9256

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 15 AM 11:11

cf 3/20/96

ARTICLES OF INCORPORATION
OF
TOP STONES UNLIMITED Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 15 AM 11:11

ARTICLE 1: NAME

The name of the corporation shall be: TOP STONES UNLIMITED Inc.

ARTICLE 2: PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:
3600 N.E., 2nd Avenue, Miami, FL, 33137

ARTICLE 3: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is: 1,000

ARTICLE 4: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Markus Morgen, 1717 N. Bayshore Dr., Apt. 2856, Miami, FL, 33132

ARTICLE 5: INCORPORATOR

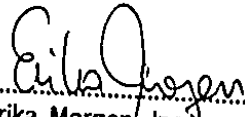
The name and address of the incorporator to these Articles of Incorporation is:

Erika Morgen, 1717 N. Bayshore Dr., Apt. 2856, Miami, FL, 33132

ARTICLE 6: LIABILITY

No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct or illegal actions.

The undersigned has executed these Articles of Incorporation this ELEVENTH day of MARCH 1996


.....
Erika Morgen, Incorporator

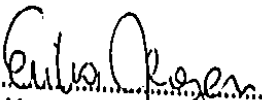
CERTIFICATE OF DESIGNATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

REGISTERED AGENT/REGISTERED OFFICE 96 MAR 15 AM 11:11

Pursuant to the provisions of Section 607.0501, 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: TOP STONES UNLIMITED Inc.
2. The name and address of the registered agent and office is:
Markus Morgen, 1717 N. Bayshore Dr., Apt. 2856, Miami, FL, 33132


.....
Erika Morgen, Incorporator

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 POSITIONS AS REGISTERED AGENT.


.....
Markus Morgen, Registered Agent

Date of signature: March 11, 1996