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KEVIN J. D'ESPIES, P.A.  
Attorney and Counselor at Law  
1212 SOUTHEAST FIRST AVENUE  
FORT LAUDERDALE, FLORIDA 33316-1802

KEVIN J. D'ESPIES

FILED  
96 MAY 13 PM 12 46  
SECRET  
TALLAHASSEE (954) 522-2767  
(800) 522-2767  
FAX: (954) 522-2778

May 8, 1996

Division of Corporations  
Secretary of State  
State of Florida  
PO Box 6327  
Tallahassee, FL 32314-6327

700001820527  
-05/14/96--01078--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: SD Top Notch, Inc.

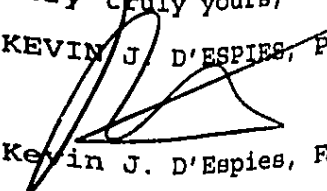
Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced entity. Also enclosed is this firm's check in the amount of \$78.75, representing the filing fee of \$35.00, \$35.00 for registered agent designation, and \$8.75 for a Certificate of Good Standing. Please file this corporation and return a "filed" copy of the Articles and Certificate of Good Standing to this office in the self-addressed, stamped envelope enclosed herewith.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

KEVIN J. D'ESPIES, P.A.

  
Kevin J. D'Espies, Esq.

KJD/dac  
Enclosures

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5-21-96

ARTICLES OF INCORPORATION

OF

SD TOP NOTCH, INC.

FILED

96 MAY 13 PM 12 45

SECRET  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is SD TOP NOTCH, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE

The initial principal office of this Corporation will be located at: 4100 Northeast 15th Avenue, Fort Lauderdale, Florida 33334.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED  
OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 1212 Southeast First Avenue, Fort Lauderdale, Florida, 33316-1802, and the initial registered agent of this Corporation at such office shall be Kevin J. D'Espies, Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office for service of process, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.

PREPARED BY:

KEVIN J. D'ESPIES, ESQ.  
KEVIN J. D'ESPIES, P.A.  
1212 Southeast First Avenue  
Fort Lauderdale, FL 33316-1802  
(954) 522-2767  
Fla. Bar No. 347477

ARTICLE VII - DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) Director initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one.

The name and address of the member of the first Board of Directors is:

Tim Dore  
4100 Northeast 15th Avenue  
Fort Lauderdale, Florida 33334

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE IX - INCORPORATOR


The name and street address of the person signing these Articles of Incorporation is: Kevin J. D'Espies, Esquire, 1212 Southeast First Avenue, Fort Lauderdale, Florida 33316-1802.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this 6th day of May, 1996.

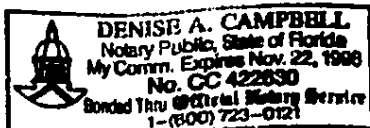
  
\_\_\_\_\_  
KEVIN J. D'ESPIES, ESQUIRE

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF BROWARD    )

The foregoing Articles of Incorporation of SD TOP NOTCH, INC. were acknowledged before me on this 6th day of May, 1996, by Kevin J. D'Espies, Esquire, as Incorporator.

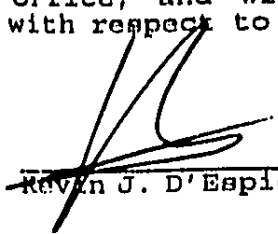
  
\_\_\_\_\_  
Notary Public

My commission expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for SD TOP NOTCH, INC., at the place designated in the Articles of Incorporation, Kevin J. D'Espies, Esquire agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.

  
Kevin J. D'Espies, Esquire

FILED  
96 MAY 13 PM 12:45  
TALLAHASSEE, FLORIDA

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