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Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
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State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

R. CHODER JUN 14 1996

**WALK-IN**  
**WH Pick Up** \_\_\_\_\_

11-2270-7 FORDWORTH INC., THOMASVILLE, GA.

RE: Topo Galleries, Inc. No 52504

050892		DISBURSED
<input type="checkbox"/> Express		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	400001952034	
<input type="checkbox"/> Annual Report/Reinstatement	-06/14/96--01023--022	
<input type="checkbox"/> Reg. Agent Service	***122.50	****122.50
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( )		
pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUB TOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

**TERMS: NET 10 DAYS FROM INVOICE DATE**  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

**THANK YOU**  
from  
**Your Capital Connection**

**ARTICLES OF INCORPORATION  
OF**

**TOPO GALLERIES, INC.**

FILED  
95 JUN 14 4:11:11  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I. NAME AND ADDRESS:** The name and address of the corporation is: TOPO GALLERIES, INC., 2455 West International Speedway Boulevard, Suites 807 & 808, Daytona Beach, Florida 32114.

**ARTICLE II. TERM OF EXISTENCE:** The period of its duration is perpetual.

**ARTICLE III. GENERAL NATURE OF BUSINESS:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV. CAPITAL STOCK:** The corporation shall have authority to issue 100 shares, Common Stock, at \$1.00 par value.

**ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE:** The address of the initial registered office is: 2455 West International Speedway Boulevard, Suites 807 & 808, Daytona Beach, Florida 32114, and the name of the initial registered agent at said address is: Thomas Galati.

**ARTICLE VI. MANAGEMENT BY SHAREHOLDERS:** The business of this corporation shall be managed by its shareholders rather than by a Board of Directors. The shareholders reserve unto themselves the

power to adopt, alter, amend, or repeal the by-laws of this corporation. In the management of the business of the corporation, the act of the shareholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

**ARTICLE VII. INCORPORATORS:** The name and address of the incorporator is: Thomas Galati  
2455 West International Speedway Boulevard  
Suites 807 & 808  
Daytona Beach, Florida 32114

**ARTICLE VIII. AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law and approved by the shareholders by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of June, 1996.

  
Incorporator/Thomas Galati

STATE OF NEW JERSEY

COUNTY OF BERGEN

The foregoing instrument was acknowledged before me this 11  
day of June, 1996 by Thomas Galati, who is personally known to me  
or who has produced N.J. DRIVERS LICENSE  
as identification.

FILED  
96 JUN 14 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTARY PUBLIC:

Sign Lawrence Botolas  
State of New Jersey at Large

LAWRENCE BOTOLAS  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES FEB. 4, 2001

The undersigned, having been named to accept service of  
process for the above stated corporation, at the place designated  
in Article V of the Articles of Incorporation, hereby accepts such  
designation and agrees to comply with the provisions of Section  
48.091, Florida Statutes, relative to keeping open said office.

THOMAS GALATI