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NATHAN R. S. HERBERT, P.A.
ATTORNEYS AT LAW

WILLIAM H. MATTER
RONALD A. HANBERT
STEVEN M. MICHAEL
LAWRENCE J. PHALIN
JAMES B. ROOSEN
W. SCOTT GARNIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES M. LUBBIEN
DAVID C. WILLIS
KURT E. THALWITZER
RICHARD L. ALLEN, JR.

POST OFFICE BOX 8884
SUITE 800, TWO LANDMARK CENTER
225 E. ROBINSON STREET
ORLANDO, FLORIDA 32807-2884
TELEPHONE (407) 425-0044
FACSIMILE (407) 425-2015

MARY E. FORBEN
THOMAS R. HANBERT
MICHAEL A. PAASCH
DONALD R. HENDERSON
BRADLEY M. BLYSTONE
BEN W. SUBIN
HEATHER M. KOLINSKY
JOHN C. ALVAREZ

OF COUNSEL
H. ALLAN WEBER
DAVID M. LANDIS, P.A.
DAVID M. LANDIS
JON E. KANE

SPECIAL COUNSEL
CYNTHIA L. NEDER

June 20, 1996

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: TOPPING FUNDING CORP.

500001875355
-06/25/96--01127--017
****122.50 ****122.50

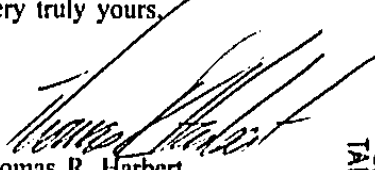
Dear Sir:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50, representing the following:

1. Filing Fee	\$35.00
2. Designation of Registered Agent	35.00
3. Certified copy of Articles	<u>52.50</u>
	\$122.50

Please return the certified copy to my attention.

Very truly yours,


Thomas R. Harbert

TRH:cgk
Enclosures

cc: Mr. Ross Topping

FILED
96 JUN 24 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 6/27/96

ARTICLES OF INCORPORATION
OF
TOPPING FUNDING CORP.

FILED
96 JUN 24 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this Corporation is TOPPING FUNDING CORP.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the initial principal office of the Corporation is 8602 Ashbury Park, Orlando, Florida 32819. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Thomas R. Harbert, Esquire.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws.

The name(s) and address(es) of the initial Director is:

<u>Name</u>	<u>Address</u>
Ross Topping	8602 Ashbury Park Orlando, Florida 32819

ARTICLE VI

The name and address of the subscriber is Ross Topping, 8602 Ashbury Park, Orlando, Florida 32819.

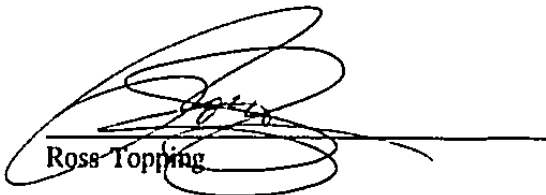
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: June 19, 1996.


Ross Topping

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on June 19, 1996,
by ROSS TOPPING, as subscriber of the Articles of Incorporation of TOPPING FUNDING
CORP., a Florida corporation, on behalf of the corporation. He is personally known to me or
has produced _____ (type of identi-
fication) as identification.

Christina A. Keep
Name: CHRISTINA G. KEEP
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That TOPPING FUNDING CORP. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 225 E. Robinson St., Suite 600, Orlando, Orange County, Florida 32801, has named Thomas R. Harbert, Esquire, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


THOMAS R. HARBERT
(Registered Agent)

FILED
96 JUN 24 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA