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TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: TOPPZ INTERNATIONAL CORPORATION

I enclose an original and 1 copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ \$122.50.

From: LYNN CONZALEZ

Name

3843 SUTTON PL BLVD., #711

Address

WINTER PARK, FLORIDA 32792

City

State

Zip

(407) 678-6846

Telephone Number

PH
7/8/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TOPPZ INTERNATIONAL CORPORATION

ARTICLE I NAME

The name of the corporation shall be:

TOPPZ INTERNATIONAL CORPORATION.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

515 CHARLESWOOD AVENUE

ORLANDO, FLORIDA 32825

ARTICLE III CAPITAL STOCK

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

TEN THOUSAND

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

LYNN GONZALEZ

3843 SUTTON PL BLVD., #711

WINTER PARK, FLORIDA 32792

ARTICLE V INCORPORATOR

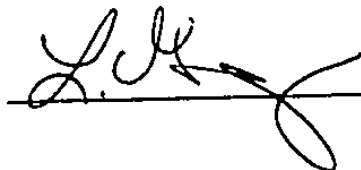
The name and street address of the incorporator to these
Articles of Incorporation is:

LYNN GONZALEZ

3843 SUTTON PL BLVD., #711

WINTER PARK, FLORIDA 32792

The undersigned has executed these Articles of Incorporation
this FIRST day of JULY 19 96.


_____, Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

TOPPZ INTERNATIONAL CORPORATION

2. The name and address of the registered agent and office is:

LYNN GONZALEZ

3843 SUTTON PL. BLVD., APT. 711

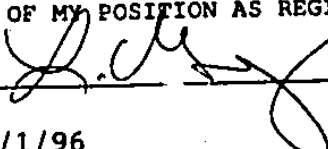
WINTER PARK, FLORIDA 32792

Signature: 

Title: INCORPORATOR

Date: 7/1/96

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 POSITION AS REGISTERED AGENT.

Signature: 

Date: 7/1/96