

LAW OFFICES

HAROLD J. TURK, P.A.

1428 BRICKELL AVENUE

MAIN FLOOR

MIAMI, FLORIDA 33131

DATE (305) 372-8080

FAX (305) 372-8024

P9600096053

November 18, 1996

Secretary of State
Division of Corporations
401 East Gaines Street
Tallahassee, FL 33314

500002009875--7
-11/20/96--01080--013
***122.50 ***122.50

Re: Banana Top USA, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation of Banana Top USA, Inc. Please file same and return a stamped copy to the undersigned in the enclosed self-addressed stamped envelope.

Enclosed is a check in the amount of \$122.50 to cover the cost of filing.

Very truly yours,

Harold J. Turk
Harold J. Turk

HJT/gmr
Enclosure

FILED
96 NOV 20 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/25

ARTICLES OF INCORPORATION
OF
BANANA TOP USA, INC.

95 NOV 20 AM 8:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and natural persons, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation and its initial principal office shall be:

BANANA TOP USA, INC.
c/o HAROLD J. TURK
1428 BRICKELL AVENUE
MAIN FLOOR
MIAMI, FLORIDA 33131

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$1.00	common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash: at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 1428 Brickell Avenue, Main Floor, Miami, Florida, 33131, with the privilege of having its offices and branch offices at other places within or without of State of Florida. The initial registered agent at that address shall be Harold J. Turk.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first Directors of the corporation, who shall hold office for the first year, or until their successors are duly elected and qualified shall be:

<u>Name</u>	<u>Address</u>
MICHAEL SINKOVER	c/o HAROLD J. TURK 1428 BRICKELL AVENUE MAIN FLOOR MIAMI, FLORIDA 33176

ARTICLE VIII

The names and addresses of the Subscribers:

Name and Address

MICHAEL SINKOVER	c/o HAROLD J. TURK 1428 BRICKELL AVENUE MAIN FLOOR MIAMI, FLORIDA 33176
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ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are director or officers of, such other corporation. Any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested and shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII. SPECIAL PROVISION

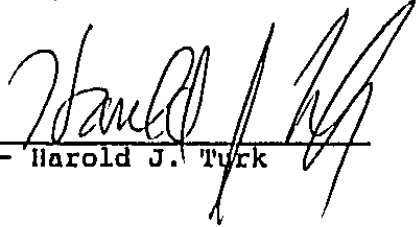
It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE XIII. INCORPORATOR

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

Harold J. Turk
1428 Brickell Avenue
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned, has set his hand
and seals on November _____, 1996.



Incorporator - Harold J. Turk

STATE OF FLORIDA }
COUNTY OF DADE }

Before me, the undersigned authority, personally
appeared HAROLD J. TURK, to me known to be the person
described in and who executed the foregoing Articles of
Incorporation, who, after being duly sworn under oath,
acknowledged before me that he executed the same for the
purpose therein expressed.

WITNESS my hand and official seal in the State and
County aforesaid this _____ day of November, 1996.

Notary Public
State of Florida at large

My commission expires:

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

IN COMPLIANCE WITH THE FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

HAROLD J. TURK
1428 BRICKELL AVENUE
MAIN FLOOR
MIAMI, FLORIDA 33131

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 I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY
DUTIES.


REGISTERED AGENT

November 18, 1996
DATE

FILED
96 NOV 20 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA