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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TOP'S OFF, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 Certificate of Status

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATIONS

Examiner's Initials	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
TOP'S OFF, INC.

It is Hereby Certified That:

1. The name of the corporation is: **TOP'S OFF, INC.**
2. The purposes for which the corporation is formed are:

To engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the General Corporation Law upon corporations formed thereunder, subject to any limitations contained in any statute of the State of Florida.

3. The name and address of the initial registered agent of the corporation is:

Elaine Weslowski 357 Marlborough Road West Palm Beach, FL 33405

4. The mailing address and principal place of business of the corporation is:

C/O THE CORP. 357 Marlborough Road West Palm Beach, FL 33405

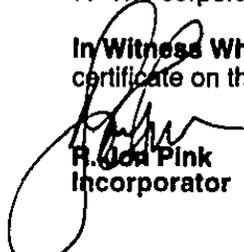
5. The aggregate number of shares which the corporation shall be authorized to issue is **1000**, with no par value.

6. The name and address of the incorporator is:

R. Jon Pink 170 Washington Avenue Albany, NY 12210

7. The corporation is to exist perpetually.

In Witness Whereof, the undersigned incorporator, being over the age of 21, has executed this certificate on the **27th** day of **November, 1996**.


R. Jon Pink
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance of Appointment as Registered Agent

I, **Elaine Weslowski**, do hereby accept appointment as registered agent of
TOP'S OFF, INC.

and am familiar with the provisions of section
607.325 of the Florida General Corporation Act.

Dated: **December 2, 1996**

X *Elaine Weslowski*

Elaine Weslowski
Registered Agent

CaB® & Co.



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handpainted glassware

July 1, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/03/97--01109--005
*****35.00 *****35.00

Dear Sir:

Please find enclosed a request of Articles of Amendment to Articles of Incorporation which will allow me to change my corporate name from Top's Off, Inc. to Wild Wares, Inc. I have enclosed a money order for \$35.00 to cover the fee. If you have any questions, please do not hesitate to phone me at (561) 802-3557. Thanking you in advance.

Sincerely,

Elaine Weslowski

Elaine Weslowski
President and Registered Agent

Enclosure

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TALLAHASSEE, FLORIDA

*Name Change
HFS
7-10-97*

Elaine F. Weslowski
357 Marlborough Road West Palm Beach, FL 33405
(561) 802-3557 FAX (561) 804-9575

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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TALLAHASSEE, FLORIDA

TOP'S OFF, INC

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

CHANGE NAME OF ABOVE CORPORATION TO:

WILD WARES, INC.

NO OTHER CHANGES ARE BEING MADE.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 1-24-97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1 day of July, 19 97.

Signature

Elaine Weslowski
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ELAINE WESLowski

Typed or printed name

President & Registered Agent

Title