

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: The Tops'l Sales Group  
Inc.

C.C. FEE DISBURSED

C.C. FEE \_\_\_\_\_

C.C. FEE \_\_\_\_\_

C.C. FEE \_\_\_\_\_

C.C. FEE \_\_\_\_\_

C.C. FEE \_\_\_\_\_

C.C. FEE \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

Dissolution/Withdrawal \_\_\_\_\_

C U S \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Name Reservation \_\_\_\_\_

Annual Report/Reinstatement \_\_\_\_\_

Reg. Agent Service \_\_\_\_\_

Document Filing \_\_\_\_\_

Corporate Kit \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

Document Retrieval \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

File No.'s \_\_\_\_\_ Copies \_\_\_\_\_

Courier Service \_\_\_\_\_

Shipping/Handling \_\_\_\_\_

Phone ( ) \_\_\_\_\_

Top Priority \_\_\_\_\_

Express Mail Prep. \_\_\_\_\_

FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

**SUBTOTALS**

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts

Past 30 Days, 10% per Annum

THANK YOU

from

Your Capital Connection

WALK-IN  
Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
THE TOPS'L SALES GROUP, INC.**

**ARTICLE I - NAME**

The name of this corporation is **The Tops'l Sales Group, Inc.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date of filing.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to other.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is **25 Walter Martin Road, NE, Fort Walton Beach, Florida 32548** and the name and address of the initial registered agent of this corporation is **JAMES W. GRIMSLEY, 25 Walter Martin Road NE, Fort Walton Beach, Florida 32548**.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial

FILED  
97 MAY -2 PM 12:07  
SEC. OF STATE  
FORT WALTON BEACH, FLORIDA

director of this corporation is:

**James W. Grimsley  
25 Walter Martin Road, NE  
Ft. Walton Beach, FL 32548**

#### **ARTICLE VIII- INCORPORATORS**

The name and address of the person signing these articles is:

**James W. Grimsley  
25 Walter Martin Road, NE  
Ft. Walton Beach, FL 32548**

#### **ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE X - SHARES OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

**James W. Grimsley - 500 shares**

#### **ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or directors to the full extent permitted by law.

#### **ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

#### **ARTICLE XIII - TAX ARTICLE**

It is the intention of this charter that the capital stock of this corporation will be subject to the provisions of Sections 1242 through 1244, inclusive, of the Internal Revenue Code.

#### ARTICLE XIV - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation and agreements among the shareholders.

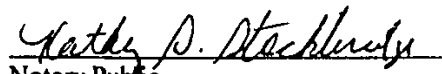
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 18<sup>th</sup> day of May, 1997.

  
JAMES W. GRIMSLEY (Seal)

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **JAMES W. GRIMSLEY**, who is personally known to me or has produced \_\_\_\_\_ as identification, and who did/did not take an oath, and known by me to be the person who executed the foregoing Articles of Incorporation and said person acknowledged before me that he executed those Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 18<sup>th</sup> day of May, 1997.

  
Notary Public  
Typed Name.....  
Commission No.....  
My Commission Expires:

Prepared by:  
JAMES W. GRIMSLEY  
Smith, Grimsley, Bauman, Pinkerton,  
Petermann, Saxer & Wells  
P.O. Box 2379  
Fort Walton Beach, FL 32549




Certificate Designating Place of Business or Domicile for the Service of Process Within this State,  
Naming Agent upon Whom Process May be Served:

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

FIRST: That **THE TOPS'L SALES GROUP, INC.**, a corporation duly organized  
and existing under the laws of the State of Florida with its principal office as indicated in the Articles  
of Incorporation at Fort Walton Beach, Florida, has named **JAMES W. GRIMSLEY, 25 Walter  
Martin Road, NE, Fort Walton Beach, Florida, 32548**, as its agent to accept service of process  
for the above-named corporation at the place designated in this Certificate.

SECOND: Having been named to accept service of process for the above-named  
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 proper performance of my  
duties.

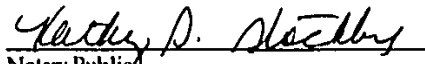
  
**JAMES W. GRIMSLEY**  
Registered Agent

FILED  
9 MAY -2 PM 12:07  
STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Sworn to and subscribed before me by **JAMES W. GRIMSLEY** who is personally  
known to me or who produced \_\_\_\_\_ as identification, and who did/did not take  
an oath, this 1<sup>st</sup> day of May 1997.



  
Notary Public  
Typed Name.....  
Commission No.  
My Commission Expires: