



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 415143 121349A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : June 4, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 415143-005

CUSTOMER NO: 121349A

CUSTOMER: F. Edward Johnson, Esq
CHEFFY PASSIDOMO WILSON &
JOHNSON, LLP
821 Fifth Avenue South

Naples, FL 34102

DOMESTIC FILING

NAME: THE TOP SPOT, INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

RECEIVED
97 JUN 14 AM 10:39
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION OF
THE TOP SPOT, INCORPORATED

ARTICLE I
CORPORATE NAME

The name of the Corporation is: THE TOP SPOT,
INCORPORATED.

ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS

The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, the par value of each such share being One Cent (\$.01). The initial issuance of common stock shall be One Hundred (100) shares, with the initial shareholders and their respective stock holdings as follows:

<u>Name</u>	<u>Number of Shares Held</u>
C. E. DEKKO, JR.	100

ARTICLE III
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who shall serve as the sole member of the Board of Directors until the election of his successors is as follows:

<u>Name</u>	<u>Address</u>
PATRICK THOMSON	Box N3813 Aspley House 75 Ferick Street Nassau, Bahamas

**ARTICLE IV
INITIAL OFFICERS**

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	CHRISTIAN S. GRIFFITH	275 Second Avenue South Naples, FL 34102
Vice President	ROGER D. GREEN	693 14th Avenue South Naples, FL 34102
Secretary and Treasurer	COLLEEN BAUS	5528 Sholtz Street Naples, FL 34113

**ARTICLE V
INCORPORATOR**

The sole incorporator of the Corporation is F. EDWARD JOHNSON, whose address is c/o Cheffy Passidomo Wilson & Johnson, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102.

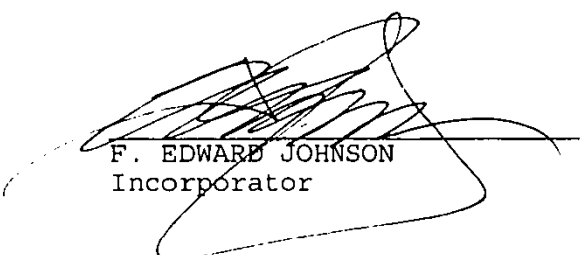
**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is c/o Cheffy Passidomo Wilson & Johnson, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of the initial registered agent of this Corporation at that address is F. EDWARD JOHNSON.

**ARTICLE VII
PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 2706 South Horseshoe Drive, Naples, Florida 34104.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation on this 3rd day of June,
1997.



F. EDWARD JOHNSON
Incorporator

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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 SECTION 48.091, AND SECTION
607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT THE TOP SPOT, INCORPORATED, desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business located at 2706 South Horseshoe
Drive, Naples, Florida 34014, has named F. EDWARD JOHNSON,
located at c/o Cheffy Passidomo Wilson & Johnson, 821 Fifth
Avenue South, Suite 201, Naples, Florida 34102, as its registered
agent to accept service of process within Florida.

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 agree to 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.

Dated: June 3, 1997



F. EDWARD JOHNSON
Incorporator