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TRANSMITTAL LETTER

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

600002301736--5
-09/24/97--01020--005
*****70.00 *****70.00

SUBJECT: McCarty-Topper Marketing, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM: Sharon McCarty
1501 E Hallandale Beach Blvd No 288
Hallandale, Florida 33009
Telephone: 954 454-5770

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 24 AM 4:30

9-25-97
WS

ARTICLES OF INCORPORATION OF

McCarty-Topper Marketing, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 24 AM 4:30

ARTICLE I NAME

The name of the Corporation shall be:

McCarty-Topper Marketing, Inc.

ARTICLE II PRINCIPAL OFFICE

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

1501 E. Hallandale Beach Blvd No. 288
Hallandale, FL 33009

ARTICLE III CAPITAL STOCK

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

Two Thousand Shares Common Stock (2,000 shares)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Sharon McCarty
1501 E Hallandale Beach Blvd. No 288
Hallandale, FL 33009

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Sharon McCarty
1501 E Hallandale Beach Blvd No 288
Hallandale, FL 33009

John R Topper
1501 E Hallandale Beach Blvd No 288
Hallandale, FL 33009

The undersigned has (have) executed these Articles of Incorporation this 17 day of September, 1997.

Sharon McCarty Incorporator
Signature/Title
John R Topper Incorporator
Signature/Title

FILED
SECRETARY OF CORPORATIONS
97 SEP 24 AM 4:30

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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: _____
McCarty-Topper Marketing, Inc.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
Sharon McCarty
NAME
1501 E. Hallandale Beach Blvd. No 288
(P.O. BOX NOT ACCEPTABLE)
Hallandale, FL 33009
(CITY/STATE/ZIP)

SIGNATURE

Sharon McCarty
(corporate officer)

TITLE President

DATE September 18, 1997

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

Sharon McCarty

DATE September 18, 1997