



THE UNITED STATES
CORPORATION
COMPANY

P97000108459

ACCOUNT NO. : 072100000032

REFERENCE : 650867 11439A

AUTHORIZATION :

COST LIMIT : \$ 131.25

ORDER DATE : December 29, 1997

ORDER TIME : 11:52 AM

ORDER NO. : 650867-005

CUSTOMER NO: 11439A

CUSTOMER: Mitchell Sherman, Esq
MITCHELL A. SHERMAN, P.A.

Suite 1200
301 Yamato Road
Boca Raton, FL 33431

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DOMESTIC FILING

NAME: TOPAZ DEVELOPMENT GROUP, INC.

EFFECTIVE DATE: FILE FIRST

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION
OF
TOPAZ DEVELOPMENT GROUP, INC.

The undersigned incorporator for the purpose of creating a corporation under the Florida Business Corporation Act, laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

TOPAZ DEVELOPMENT GROUP, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue **1,000** shares of **.001** par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal place of business of this corporation is **390 N.E. 125th Street, North Miami, Florida 33161**. The initial street address of the Corporation's registered office is **390 N.E. 125th Street, North Miami, Florida 33161**. The initial registered agent for the Corporation at that address is **George Pelekanos**.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is:

GEORGE PELEKANOS, 390 N.E. 125th Street, North Miami, FL 33161

ARTICLE IX - INCORPORATOR

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

GEORGE PELEKANOS, 390 N.E. 125th Street, North Miami, FL 33161

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI - CONFLICT

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 directors, or officers of , such other corporation. Any director individually, or any firm of which 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 shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it 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 authorized any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

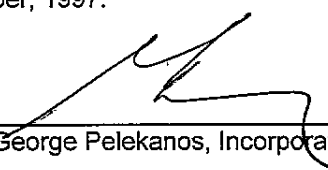
ARTICLE XII - LIABILITY

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

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

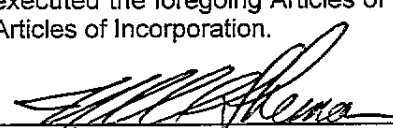
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation
on the 5th day of September, 1997.

By: 
George Pelekanos, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **George Pelekanos**, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.


NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



Mitchell A Sherman
My Commission CC658909
Expires June 26, 2001

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


In compliance with Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First— That **Topaz Development Group, Inc.** desiring to organize under the laws of the State of FLORIDA with its initial registered office, as indicted in the Articles of Incorporation, at City of **North Miami**, County of **Dade**, State of Florida, has named **George Pelekanos**, located at 390 N.E. 125th Street, North Miami, FL 33161 as its agent to accept service of process with the state.


George Pelekanos, Incorporator

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 
George Pelekanos, Registered Agent

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