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JAMES S. CARIS, P.A.
ATTORNEY AT LAW

2630 HOLLYWOOD BOULEVARD
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HOLLYWOOD, FLORIDA 33020

(954) 920-9526
FAX (954) 925-0346

July 28, 1997

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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-07/28/97-01096--010
*****70.00 *****70.00

RE: ~~TOPE CORP.~~

Dear Gentlemen:

Enclosed you will find an original Articles of Incorporation, a photocopy for the above referenced corporation, and a P.A.'s check in the amount of \$70.00 to cover the cost of filing fees and Registered Agent Designation.

Please return the copy of the Articles to this office with the date stamped once a Charter Number has been assigned.
Thank you.

Very truly yours,



JAMES S. CARIS, ESQ.

JSC/ale
Encl.
cc:file

2544
W97-17553

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 PM 1:48

8/12/98

JAMES S. CARIS, P.A.

ATTORNEY AT LAW

2630 HOLLYWOOD BOULEVARD
SUITE 200
HOLLYWOOD, FLORIDA 33020

(954) 920-9526
FAX (954) 925-0346

January 21, 1998

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: TOPE CORP.
Reference no. W97000017553

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 PM 1:48

Dear Gentlemen:

Enclosed please find the original and a copy of the articles of incorporation for ETOP, Inc. This shall be the new name for the above-referenced corporation that you could not process or file because its name was the same as an existing corporation. Please apply the earlier seventy dollar (\$70.00) payment to the filing of ETOP, Inc. and, once a charter number is assigned, return a date-stamped copy of the articles of incorporation in the self-addressed, stamped envelope provided.

If you have any questions, please contact me.

Sincerely,



MITCHELL SENS, ESQ.

cc: file



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 PM 1:48

July 30, 1997

JAMES S. CARIS, P.A.
2630 HOLLYWOOD BLVD.
SUITE 200
HOLLYWOOD, FL 33020

SUBJECT: TOPE CORP.
Ref. Number: W97000017553

We have received your document for TOPE CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 997A00038885

ARTICLES OF INCORPORATION
OF
ETOP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 PM 1:48

ARTICLE I - NAME

The name of this Corporation is ETOP, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 2152 Johnson Street, Hollywood, Florida 33020, and the initial registered agent of this Corporation at such designation shall be Frederick Maskell, who upon accepting such designation agrees to comply with the provisions of section 48.091, Florida Statutes, as amended from time to time with respect to keeping such office open for service of process. The mailing address for this corporation is 7920 Kismet Street, Miramar, Florida 33024.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of (1) member(s). The number of Directors shall be increased or decreased from time to

time by vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than three (3).

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Frederick Maskell
7920 Kismet Street
Miramar, Florida 33024


Frederick Maskell

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 PM 1:48

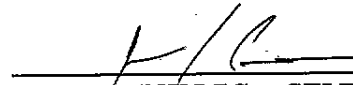
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation of ETOP, INC. were acknowledged before me this 3rd day of December, 1997 by Frederick Maskell, who is personally known to me, as Registered Agent and Incorporator.


Frederick Maskell



JAMES S. CARIS
My Commission CC398813
Expires Aug. 14, 1998


NOTARY PUBLIC, STATE OF FLORIDA

JAMES S. CARIS
PRINTED NAME OF NOTARY
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ETOP, INC. at the place designated in the Articles of Incorporation, Frederick Maskell does hereby agree to act in this capacity, and agrees to comply with the provisions of Section 48.091, relative to keeping such office open.

Date: December 3, 1997


Frederick Maskell