

Law Offices of  
**JOHN E. KOPSON**

**JOHN KOPSON**  
ADMITTED TO FLORIDA BAR,  
FEDERAL BAR, U.S. TAX COURT

**CHERYL SLOAT**  
CERTIFIED LEGAL ASSISTANT

7300 W. CAMINO REAL #126  
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P98000010270

January 22, 1998

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

RE: New Filing/ - TOP 10 U.S.A., INC.

FILED  
98 JAN 30 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Dear Secretary of State:

Please find enclosed the original plus one copy and filing fees of \$122.50 of the Articles of Incorporation and Registered Agent Designation form for the above named corporation.

This office is requesting that you file the articles and the name of the registered agent and issue the certificate, and send a copy and a certified copy of the articles back to this office in the return envelope provided.

Thank you for your prompt attention to this matter.

Sincerely,

  
John E. Kopson  
Attorney at Law

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-01/30/98--01060--003  
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CB  
2-2-98

**ARTICLES OF INCORPORATION  
OF  
TOP 10 U.S.A., INC.**

**FILED**  
98 JAN 30 PM 2:15  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be TOP 10 U.S.A., INC. The address of the principal office of this corporation shall be: 2901 S. UNIVERSITY DRIVE, DAVIE, FL 33328 and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 7300 W. Camino Real, #126, Boca Raton, FL 33433 and the name of the initial Registered Agent of the corporation at that address is John Kopson.

**ARTICLE V. TERMS OF EXISTENCE**


This corporation is to exist perpetually.

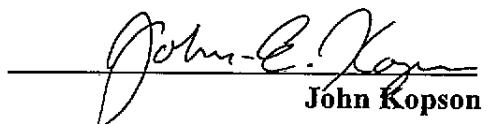
**ARTICLE VI. INCORPORATOR**

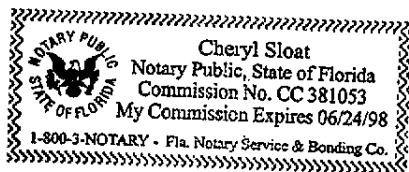
**The name and street address of the incorporator to these Articles of Incorporation:**

**John Kopson, 7300 W. Camino Real, #126, Boca Raton, FL 33433**

**IN WITNESS WHEREOF, the undersigned agent has hereunto set his hand and seal this 22nd day of January, 1998, to the foregoing Articles of Incorporation.**

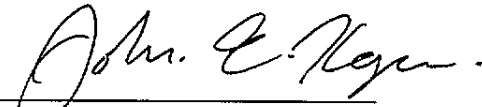
  
\_\_\_\_\_  
**Notary Public**

  
\_\_\_\_\_  
**John Kopson**



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

John Kopson, authorized to transact business in this State, having a business office identical with the registered office named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
John Kopson

**FILED**  
98 JAN 30 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA