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Schantz,  
Schatzman,  
Aaronson &  
Perlman, P.A.

May 1, 1998

DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/06/98--01032--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Top of the Mountain, Inc.  
(Our File No.: 30651.01)

Gentlemen:

Enclosed are duplicate executed copies of the Articles of Incorporation of the above-referenced corporation, and our Trust Account check in the amount of \$122.50 to cover the filing fee and the fee for a certified copy. Please expedite the filing of these Articles and return a certified copy to the undersigned indicating the filing thereof in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to call me collect at (305) 371-3100.

Very truly yours,

SCHANTZ, SCHATZMAN, AARONSON & PERLMAN, P.A.

*Carmen A. Accordino*  
CARMEN A. ACCORDINO

CAA/rp  
Encls.

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FILED  
98 MAY -6 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QV5-8-98

**ARTICLES OF INCORPORATION**

**- OF -**

**TOP OF THE MOUNTAIN, INC.**

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is TOP OF THE MOUNTAIN, INC.

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100,000 shares of \$.001 par value common stock which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131, and the name of the registered agent of this corporation at that address is LAWRENCE M. SCHANTZ. The address of the corporation's principal office is the same as the address of its registered office.

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#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE M. SCHANTZ	200 South Biscayne Boulevard Suite 1050 Miami, Florida 33131

#### **ARTICLE VII - INCORPORATOR**

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

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE M. SCHANTZ	200 South Biscayne Boulevard Suite 1050 Miami, Florida 33131

#### **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE IX - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

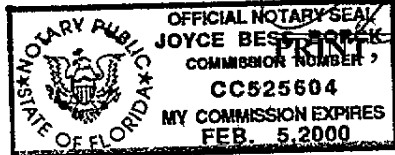
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of April, 1998.



LAWRENCE M. SCHANTZ

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) :SS.:

SWORN TO AND SUBSCRIBED before me this 30th day of April, 1998,  
by LAWRENCE M. SCHANTZ.



  
JOYCE B. BORK, NOTARY PUBLIC  
PRINT TYPE OR STAMP NAME OF NOTARY

Personally known \_\_\_\_\_  
or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**DESIGNATION OF RESIDENT AGENT**

Certificate Designating Place of Business or Domicile for the Service of Process  
Within this State, Naming Agent Upon Whom Process May Be Served.

\*\*\*\*\*

(Attached to the Articles of Incorporation of

**TOP OF THE MOUNTAIN, INC.**

**and Made a Part Thereof)**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

**THAT, TOP OF THE MOUNTAIN, INC.,** desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named **LAWRENCE M. SCHANTZ,** as its Registered Agent to accept service of process within this State.

**ACCEPTANCE**

**THAT,** I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



**LAWRENCE M. SCHANTZ,**  
**Resident Agent**

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**FILED**  
**98 MAY -6 AM 9:02**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**