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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: OVER THE TOP ENTERPRISES INC.
AUDIT NUMBER.....H98000010059
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1998

EMPIRE

SUBJECT: OVER THE TOP ENTERPRISES INC.
REF: W98000012311

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE SPELL OUT THE CITY OF THE PRINCIPAL OFFICE.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000010059
Letter Number: 898A00030306

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ARTICLES OF INCORPORATION
OF

H980000010059

over THE TOP Enterprises Inc.
(name of corporation)

The undersigned subscribe (s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

over THE TOP Enterprises Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 5 Hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME over THE TOP Enterprises Inc.

ADDRESS 472 ne 191 st

CITY North Miami Beach

FLORIDA

ZIP 33169

The name and street address of the Initial Registered Agent of this Corporation is:

NAME TIMOTHY OLIVER

ADDRESS 3621 SW 46 AVE

Hollywood

FLORIDA

ZIP 33023

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors 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 names and addresses of the initial director(s) of the corporation are as follows:

NAME TIMOTHY OLIVER

ADDRESS 3621 SW 46 AVE

CITY Hollywood

STATE FL

ZIP 33023

NAME

ADDRESS

Douglas W. Oesterle
9506 S. Red Rd.
Miami, FL 33145
(305) 665.7155

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ARTICLE VII - INCORPORATORS

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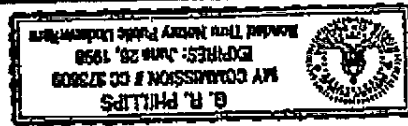
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME TIMOTHY OLIVER
 ADDRESS 3621 SW 416 AVE
 CITY Hollywood STATE FL ZIP 33023
 NAME _____
 ADDRESS _____
 CITY _____ STATE _____ ZIP _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation the 29
 day of MAY, 1998.

Timothy Oliver (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA

COUNTY OF DADE

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:

Timothy Oliver
 Signature

PERSONALLY KNOWN
 Form of Identification

 Signature

 Form of Identification

 Signature

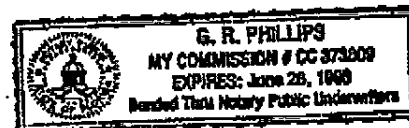
 Form of Identification

known to me and known to be the person(s) who execute the foregoing Articles of Incorporation, who acknowledged before me that HE executed these Articles of Incorporation, that I relied upon the form of identification of the above named person, as indicated opposite each name, and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 29 day of MAY, 1998

[Signature]
 Notary Signature

G. R. Phillips
 Printed Notary Signature



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 CERTIFICATE AND ACKNOWLEDGEMENT
 OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
 OF

OVER THE TOP Enterprises, Inc.
 (name of corporation)

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 98 MAY 29 PM 4:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 472 ne 191 st

N.M.B. Fla. 33169

has named TIMOTHY OLIVER
 located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Timothy Oliver
 (registered agent)

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