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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: ACE INDUSTRIES, INC.
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NAME: SHARPER IMAGE TOPS, INC.
AUDIT NUMBER.....H98000012207
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 1, 1998

ACE INDUSTRIES

SUBJECT: SHARPER IMAGE TOPS, INC.
REF: W98000015080

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.

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If you have any further questions concerning your document, please call (850) 487-6937.

Kelley Shank
Staff Assistant

FAX Aud. #: E98000012207
Letter Number: B98A00035736

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ARTICLES OF INCORPORATION OF SHARPER IMAGE TOPS, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Sharper Image Tops, Inc. and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1337 N. Highland Ave., #4, Clearwater, FL 33755 or such other place as from time to time is designated.

ARTICLE III - SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial Registered Office of this corporation is 1337 N. Highland Ave., #4, Clearwater, FL 33755. The name of the initial registered agent of this corporation at that address is J. Wayne Jacobs.

Prepared by:
ace Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE V - INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

J. Wayne Jacobs
1337 N. Highland Ave., #4
Clearwater, FL 33755

Bob Propes
1337 N. Highland Ave., #4
Clearwater, FL 33755

ARTICLE VI - EFFECTIVE DATE

The effective date of the corporation shall be July 1, 1998.

ARTICLE VII - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE VIII - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

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J. Wayne Jacobs, President and Director
1337 N. Highland Ave., #4
Clearwater, FL 33755

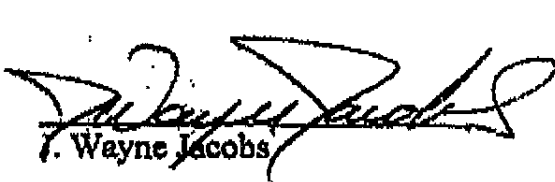
Bob Propes, Vice President and Director
1337 N. Highland Ave., #4
Clearwater, FL 33755

Claire Jacobs, Secretary and Treasurer
1337 N. Highland Ave., #4
Clearwater, FL 33755

ARTICLE IX - BY-LAWS

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

IN WITNESS WHEREOF, J. Wayne Jacobs and Bob Propes have hereunto executed these Articles of Incorporation this 26th day of July, 1998.


J. Wayne Jacobs


Bob Propes

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AN AGENT UPON WHOM PROCESS MAY BE
SERVED**

Pursuant to Florida Statute, the following is submitted:

That Sharper Image Tops, Inc., organized under the laws of the State of Florida, with its principal place of business being 1337 N. Highland Ave., #4, Clearwater, FL 33755, has named J. Wayne Jacobs, 1337 N. Highland Ave., #4, Clearwater, FL 33755 as its registered agent to accept process within this State.

Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated above, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



J. Wayne Jacobs
1337 N. Highland Ave., #4
Clearwater, FL 33755

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