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FLORIDA DIVISION OF CORPORATIONS
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((H98000012643 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: G. TOPS GROUP CORPORATION

AUDIT NUMBER.....H98000012643

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 6

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

G. TOPS GROUP CORPORATION

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: G. TOPS GROUP CORPORATION

2421 S.W. 129 AVE.
Miami, FL, 33175

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

- 3.1 This Corporation is organized with the purpose to engage in any activities or business permitted under the laws of the United States and of The State of Florida.
- 3.2 To enter into, make and perform contracts of every kind, of any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, country, state, territory or government.
- 3.3 To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have and all powers above set forth as fully as natural person, whether a principals, agents trustees or otherwise.
- 3.4 To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owners of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.

PREPARED BY:

Guillermo Rodriguez & Assoc. Inc.
4011 W. Flagler St. Suite #403
Miami, Fl 33134 (305) 649-7128

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3.5 To purchase, hold sell and transfer the shares of its own capital stock, provide it shall not use its funds or property for the purchase of its owns shares of capital, and provide further that shares of its own capital stocks belonging to it shall not voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.

3.6 To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives aphtous Corporation whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation and to do any things herein before set forth the same extend as natural person might or could do.

ARTICLE IV - CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock.

4.2 No holder of shares of stock on any class shall have any preemptive right to describe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in in connection with such issuance.

4.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting power, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the corporation is: 2421 S.W. 129 AVE., Miami, FL 33175
and the mailing address of the corporation is the same.

PREPARED BY:
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4011 W. Flagler St. Suite #403
Miami, Fl 33134

**ARTICLE VI
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered Agent and the address of the registered office of this corporation is follow:

- a) Registered Agent : Pedro E. Gonzalez
- b) Registered Agent office : 2421 S.W. 129 Ave.
Miami, Fl, 33175

ARTICLE VII - OFFICER(S)

The Director(s) and Officer(s) of this corporation shall be:

Director & President: **PEDRO E. GONZALEZ**
(OWNER OF 100% OF ALL SHARES
2421 S.W. 129 AVE.
Miami, Fl, 33175

ARTICLE VIII - INCORPORATOR(S)

The name and address of the incorporator(s) executing these articles of Incorporation is(are):

PEDRO E. GONZALEZ SS#266-55-0456
2421 S.W. 129 AVE.
MIAMI, FL, 33175

ARTICLE IX - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent of vote of the shareholders, to make, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

PREPARED BY:
Guillermo Rodriguez & Assoc. Inc.
4011 W. Flagler St. Suite #403
Miami, Fl 33134

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or thereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or may amendment hereto are granted subject to this reservation.

ARTICLE XII - SIGNATURE(S) AND DATE

A handwritten signature in dark ink, appearing to read "Pedro Gonzalez", is written over a horizontal line.

Signature

PEDRO E. GONZALEZ
INCORPORATOR/DIRECTOR

PREPARED BY:

Guillermo Rodriguez & Assoc. Inc.
4011 W. Flagler St. Suite #403
Miami, Fl 33134

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.- THE NAME OF THE CORPORATION IS:

G.TOPS GROUP CORPORATION

2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

PEDRO E. GONZALEZ
2421 S.W. 129 AVE.
MIAMI, FL 33175

Having been named as the Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Signature

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATE OF FLORIDA
COUNTY OF DADE**

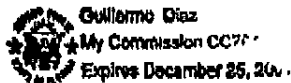
BEFORE ME, personally appeared Pedro E. Gonzalez, personally to me well known to be the person described and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

Witness my hand and seal, this 7th. day of July, 1998.



Notary Public, STATE OF FLORIDA AT LARGE

My commission expires:



Prepared by: *Guillermo Rodriguez & Associates, Inc.*
4011 W. Flagler Street, Suite 403
Miami, FL 33134
(305) 649-7128

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