

LAW OFFICES
FISCH & FISCH, P.A.
ADMIRALTY TOWER, 4400 PGA BLVD, SUITE 700
PALM BEACH GARDENS, FLORIDA 33418
(561) 627-1116
FAX: (561) 775-1585

SHAREHOLDERS:
RALPH FISCH
MARK S. FISCH

October 13, 1998
Our File No. 98-2039

P 98000089062
Florida Department of State
Secretary of State
State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, Fla 32314

300002665883--8
-10/16/98--01101--007
****122.50 *****78.75

Re: Top Solutions, Inc.
International, Inc.

Dear Sir or Madam:

Enclosed you will find original Articles of Incorporation along with two copies for filing with your office and our office check in the amount of \$ 122.50 representing the filing fee. You will also find enclosed a self addressed stamped envelope so that our office can be provided with a copy of the articles marked with the date received and filed with your office.

Should you have any questions, please feel free to call our office.

Very Truly Yours,

FISCH & FISCH, P.A.

Fina Johnson
Fina Johnson, Legal Assistant to
Mark S. Fisch, Esq.

enc¹

FILED
98 OCT 16 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
GAVIN
Fina
AUTHORIZATION BY PHONE TO
CORRECT *Name*
DATE *10/20/98*
DOC. EXAM. *AM*

W 23657

**ARTICLES OF INCORPORATION
OF
TOP SOLUTIONS INTERNATIONAL, INC.**

98 OCT 16 AM 8:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be TOP SOLUTIONS INTERNATIONAL, INC.

ARTICLE II - REGISTERED OFFICE AND AGENT

Its principal place of business in the State of Florida is to be located at 4400 PGA Blvd., Suite 700, Palm Beach Gardens, Florida 33418. Its registered agent in the State of Florida is William C. Huelsman, whose address is 4400 PGA Blvd., Suite 700 Palm Beach Gardens, FL 33418.

ARTICLE III - PURPOSE

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - SHARES

The total number of shares of stock which this corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, with one (1) cent Par Value.

The designation, preferences, privileges, and powers and relative, participating, optional, or other special rights and qualifications, limitations, or restrictions of the above class(es) of capital stock shall be as follows:

A. Common Stock

1. The holders of Common Stock shall receive, to the extent permitted by law and to the extent the Board of Directors shall determine, such dividends as may be declared from time to time by the Board of Directors.
2. In the event of involuntary liquidation, dissolution, or winding-up of the Corporation, the holders of the Common Stock shall be entitled to receive such of the remaining assets of the Corporation of whatever kind available for distribution to the extent the Board of Directors shall determine.
- 3 Except as may be otherwise required by law or by this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of such stock held by him or her on all matters voted upon by the stockholders.

B. Preemptive Rights

No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of stock of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold, or offered for sale by the Corporation.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows: Ulrich Sengbusch, 4400 PGA Blvd., Palm Beach Gardens, Florida 33418.

ARTICLE VI - CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII - LIABILITY OF SHAREHOLDERS

The private property or assets of the stockholders of the Corporation shall not to any extent whatsoever be subject to the payment of the debts of the Corporation.

ARTICLE VIII - INITIAL DIRECTORS

The name of the initial director having the address of 4400 PGA Blvd., Palm Beach Gardens, Florida 33418 is: Ulrich Sengbusch.

ARTICLE IX - BOARD OF DIRECTORS POWERS

In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Florida or other statutes or laws of the State of Florida, the Board of Directors is expressly authorized to:

A. Make, adopt, amend, alter, or repeal the Bylaws of the Corporation:

B. Authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation:

C. Set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and reduce any such reserve in the manner in which it was created:

D. Adopt from time to time Bylaw provisions with respect to indemnification of directors, officers, employees, agents, and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law.

ARTICLE X - ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE XI - NUMBER OF DIRECTORS

The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. None of the directors need be a stockholder or a resident of the State of Florida.

ARTICLE XII - BOARD OF DIRECTORS LIMITED LIABILITY

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholder, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Sections 607.144 or 607.1645 of the Florida General Corporation Law, (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Twelve shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE XIII - CORPORATE RECORDS

The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation, subject to any provision contained in the statutes.

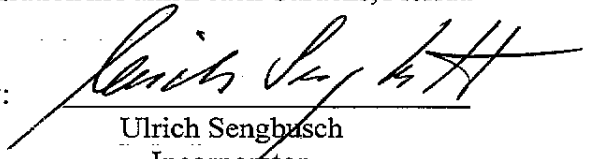
ARTICLE XIV - AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained, in the manner now or hereafter prescribed by statute, and all rights, powers, privileges, and

discretionary authority granted or conferred herein upon stockholders or directors are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator, does make, file and record this Certificate of Incorporation, does certify that the fact herein stated are true, and, accordingly, has executed, signed and acknowledged this Certificate of Incorporation in Palm Beach Gardens, Florida this 20th day of August, 1998.


By:


Ulrich Sengbusch
Incorporator

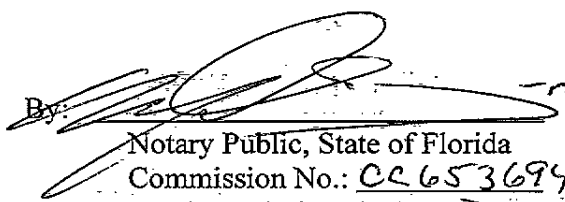
State of Florida)
County of Palm Beach)

BEFORE ME, the undersigned authority, personally appeared ULRICH SENGBUSCH, who is personally known to me or has provided me with proper identification as described below and executed the foregoing Articles of Incorporation.

Witness my hand and official seal at the State and County aforesaid on this 20th day of August, 1998.

 Mark S Fisch
My Commission CC653694
Expires June 08, 2001
S Fisch
Commission CC653694
June 08, 2001

By:

 - MARK S. FISCH
Notary Public, State of Florida
Commission No.: CC653694
My Commission Expires: JUNE 08, 2001

Acknowledgment of Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By:


William C. Huelsman
Registered Agent

FILED
98 OCT 16 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA