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DAVID S. WILLIG, CHARTERED

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October 15, 1998

Via DHL Express

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

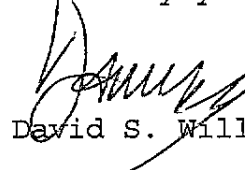
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-10/19/98--01067--007
*****70.00 *****70.00

Re: U.S. TOPS, INC.

Please find enclosed an original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above named corporation, along with a check in the amount of \$70.00 to cover the filing fee and registered agent designation fee.

After filing, please return a date-stamped copy of the Articles in the enclosed stamped, self-addressed envelope. Thank you for your attention to this matter.

Sincerely yours,


David S. Willig

enclosures

FILED
98 OCT 19 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
10-20-98
3

Articles of Incorporation
of
U.S. TOPS, INC.

FILED
98 OCT 19 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of this corporation is U.S. TOPS, INC.

Article II

The mailing address of this corporation shall be 8030 W. 26th Avenue, Hialeah, FL 33016.

Article III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares with a value of \$1.00 per share.

Article IV

The name and address of the initial registered agent is David S. Willig, 2837 SW 3rd AVE, Miami, Florida 33129.

Article V

The name and address of the incorporator to these Articles of Incorporation is David S. Willig, 2837 SW 3rd AVE, Miami, Florida 33129.

The undersigned has executed these Articles of Incorporation this 15th day of October, 1998.



David S. Willig / Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
98 OCT 19 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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: U.S. TOPS, INC.
2. The name and address of the registered agent and office is:

David S. Willig
2837 SW 3rd AVE
Miami, FL 33129

Signature _____

(corporate officer)

Title _____

Incorporator

Date _____

10-15-98

HAVING BEEN NAMED AS 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 _____

10-15-98