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December 28, 1998

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*****70.00 *****70.00

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

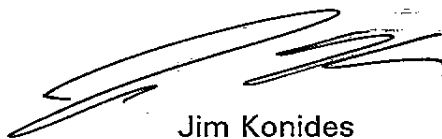
RE: D and J Dunbar Topps, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$70.00.

Thank you for your assistance.

Respectfully yours,



Jim Konides

FILED
98 DEC 31 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

D AND J DUNBAR TOPPS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of incorporation:

ARTICLE I NAME

The name of the corporation shall be:

D and J Dunbar Topps, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**420 Sorrento Court
Punta Gorda, FL 33950**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Million (10,000,000) shares common stock

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**David M. Carney
420 Sorrento Court
Punta Gorda, FL 33950**

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:


**David M. Carney
420 Sorrento Court
Punta Gorda, FL 33950**

ARTICLE VI INITIAL DIRECTORS

The Board of Directors of the Corporation shall initially consist of one person. The number of Directors may at any time be increased or decreased (not less than one) by action of either the shareholders or the Board of Directors. The initial Director of the Corporation shall be:

**David M. Carney
Deborah A. Carney
420 Sorrento Court
Punta Gorda, FL 33950**

The undersigned has executed these Articles of Incorporation this 28 day of December, 1998.


David M. Carney, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

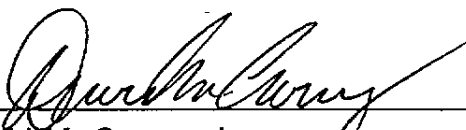
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is D and J Dunbar Topps, Inc.

The name and address of the registered agent is:

David M. Carney
420 Sorrento Court
Punta Gorda, FL 33950

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98 DEC 31 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature: 
David M. Carney, Incorporator

Date: December 28, 1998

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: December 28, 1998