

**LYLE M. KOENIG, Esq.**

ATTORNEY AND COUNSELOR AT LAW

MERCEDE EXECUTIVE PARK / PARKVIEW BUILDING  
1886 NORTH UNIVERSITY DRIVE • PLANTATION, FLORIDA 33322

OF COUNSEL, LAW OFFICES OF STEVEN B. FEREN, P.A.

PHONE (954) 476-1220; 236-8000

FAX (954) 236-8001

MEMBER OF FLORIDA AND MINNESOTA BARS

P99000051157

June 4, 1999

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

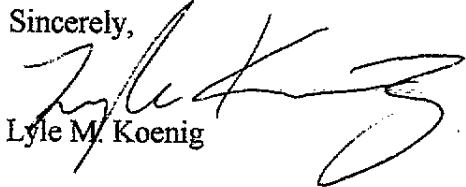
Re: Topaz Associates, Inc.

200002872118--3  
-05/12/99--01018--001  
\*\*\*\*122 50 \*\*\*\*\*78,75

To Whom It May Concern:

I am reinclosing Articles of Incorporation (previously named as Sand-Man, Inc.) along with the prior letter from your office.

Sincerely,

  
Lyle M. Koenig

Enc.

FILED  
99 JUN -7 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JUN 07 1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 17, 1999

LYLE M. KOENIG, ESQ.  
1886 N. UNIVERSITY DR.  
PLANTATION, FL 33322

SUBJECT: SAND-MAN, INC.  
Ref. Number: W99000011501

We have received your document for SAND-MAN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 399A00027184

FILED  
99 JUN -7 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF TOPAZ ASSOCIATES, INC.**

**ARTICLE I - NAME**

The name of this corporation is TOPAZ ASSOCIATES, INC., and its principal place of business is 8957B SW 21st Court, Boca Raton, Florida 33433.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollars (\$1.00) par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 8957B SW 21st Court, Boca Raton, FL 33433, and the initial registered agent at this address is Sandra Koenig.

### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation are as follows: Sandra Koenig and Barbara Kaiserman

### **ARTICLE IX - INCORPORATORS**

The name and address of the person signing these Articles is: Sandra Koenig, 8957B SW 21st Court, Boca Raton, FL 33433.

### **ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

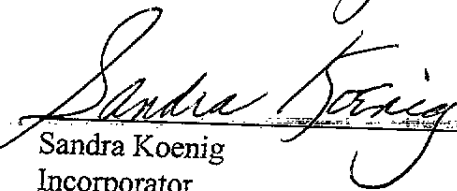
### **ARTICLE XI - INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

### **ARTICLE XII**

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 4<sup>th</sup> day of June, 1999

  
Sandra Koenig  
Incorporator

[Signature]  
Witness

Bonnie R. Neese  
Witness

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 4 day of June, 1999, by Sandra Koenig, who is personally known to me or has produced n/a as identification and who did/did not take an oath.

Bonnie R. Neese  
Notary Public, State of Florida  
at large

My Commission Expires:

OFFICIAL NOTARY SEAL  
BONNIE R. NEESE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC578886  
MY COMMISSION EXP. SEPT 8, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**FIRST:** That TOPAZ ASSOCIATES, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 8957B SW 21st Court, in the City of Boca Raton, County of Palm Beach, State of Florida, has named Sandra Koenig, 8957B SW 21st Court, in the City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within the State of Florida.

6/4/99


Date

  
Sandra Koenig

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

6/4/99

Date

  
Resident Agent

FILED  
99 JUN -7 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA