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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

TOP DOLLAR PALACE, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
Top Dollar Palace, Inc.

ARTICLE II PRINCIPAL PLACE OF BUSINESS

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

14836 SW 174 Street
Miami, Fl. 33187

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock of a par value of one dollars. (\$ 1.00).

ARTICLE IV NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is retail merchandise store and any other legal activity.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Bernadette Nau
14836 SW 174 Street
Miami, Fl. 33187

Prepared by:
Pedro L. Campo
1985 NW 88 Court, Suite 201
Miami, Fl. 33172

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):


Bernadette Nau
14836 SW 174 Street
Miami, FL 33187

ARTICLE VII DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

Bernadette Nau
14836 SW 174 Street
Miami, FL 33187

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 11th day of November, 1999



Signature

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of sections 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.

The name of the corporation is: Top Dollar Palace, Inc.

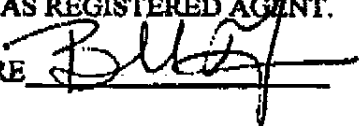
The name and address of the registered agent and office is:

Bernadette Nau
14836 SW 174 Street
Miami, FL 33187

(P.O.BOX NOT ACCEPTABLE)

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: 11th of November, 1999

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