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FILED  
00 JAN 26 AM 11:01  
SECRET  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

500003110635--3  
-01/26/00--01024-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Top Two U.S.A. Inc.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 78<sup>75</sup>.

FROM:

KPS  
Name (printed or typed)  
4290 10<sup>th</sup> Avenue North #103  
Address  
Jalle Worth, Fl. 33461  
City, State, & Zip  
(561) 434-9171  
Telephone Number

Note: Please provide the original and one copy of the Articles.

S. Thompson FEB 01 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**TOP TWO U.S.A., INC.**

RECEIVED  
00 JAN 26 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:**

**ARTICLE I**

The name of this Corporation shall be **TOP TWO U.S.A., INC.**

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

**ARTICLE III**

**GENERAL NATURE OF BUSINESS**

This corporation may engage in any activity of business permitted under the laws of the State of Florida; said corporation's primary purpose shall be to open a used car dealership.

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock, as follows: Twenty seven and one half percent (27 1/2% ) of the stock to be owned by the President, Dirk Jasberg, Seventeen and one half percent (17 1/2 %) of the stock to be owned by the Vice-President Olaf Pahnke, Seventeen and one half percent (17 1/2%) of the stock to be owned by the 2<sup>nd</sup> Vice-President, Hans-Reiner Pahnke, Twenty-Seven and one half percent (27 1/2%) of the stock to be owned by the Secretary, Reinhold Nolde and ten percent (10%) of the stock to be owned by the Treasurer, Jorge Jose Dollberg.

**ARTICLE V**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation is: 5160 Palm Beach Canal Road, West Palm Beach, Fl. 33415 with the privilege of having branch offices at other places within or without the State of Florida.

**ARTICLE VI**  
**OFFICERS AND DIRECTORS**

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

**Dirk Jasberg (President)** 5160 Palm Beach Canal Road, West Palm Beach, Fl. 33415.  
**Olaf Pahnke (Vice-President)** 5160 Palm Beach Canal Road, West Palm Beach, Fl. 33415

**Hans-Reiner Pahnke ( 2<sup>nd</sup> Vice-President)** 5160 Palm Beach Canal Rd. West Palm Beach, Fl.  
**Jorge Jose Dollberg (Treasurer)** 5160 Palm Beach Canal Rd. West Palm Beach, Fl. 33415  
**Reinhold Nolde (Secretary)** 5160 Palm Beach Canal Rd. West Palm Beach, Fl. 33415

#### **ARTICLE VII INCORPORATOR**

The name and address of the person signing these Articles is:

**Dirk Jasberg**  
5160 Palm Beach Canal Road  
West Palm Beach, Fl.. 33415

#### **ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the street address of the initial registered office  
of this Corporation is:

**Jurgen Alexander Dollberg**  
5160 Palm Beach Canal Road  
West Palm Beach, Fl. 33415

#### **ARTICLE IX BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of  
Directors and shareholders.

#### **ARTICLE X AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision contained in these  
Articles of Incorporation or any Amendment hereto and any right conferred upon the  
Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 10<sup>th</sup> day of January, ~~1999~~ 2000

Y [Signature]  
DIRK JASBERG

STATE OF FLORIDA )

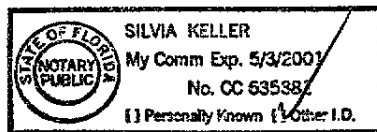
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared DIRK JASBERG, who after being first duly sworn, deposes and states, that he signed the foregoing Articles of Incorporation for the purposes stated therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 10<sup>th</sup> day of January, ~~1999~~ 2000

[Signature]  
NOTARY PUBLIC

My commission expires:



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**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 designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **TOP TWO U.S.A., INC.**
2. The name and address of the registered agent and office is:

**JURGEN ALEXANDER DOLLBERG**  
**5160 PALM BEACH CANAL ROAD**  
**WEST PALM BEACH, FL. 33415**

I HAVE 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.

  
JURGEN ALEXANDER DOLLBERG, REGISTERED AGENT