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ACCOUNT NO. : 072100000032

REFERENCE : 801038 7355472

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 30, 2002

ORDER TIME : 1:27 PM

ORDER NO. : 801038-010

CUSTOMER NO: 7355472

CUSTOMER: Harvey M. Alper, Esq
Harvey M. Alper, Esq
The Legal Arts Centre
112 West Citrus Street
Altamonte Sprin, FL 32714

FOREIGN FILINGS

NAME: TOTAL FLEET SOLUTIONS, INC.

FILE 2ND

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

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TALLAHASSEE, FLORIDA

Law Offices of

HARVEY M. ALPER

HARVEY M. ALPER
ATTORNEY & COUNSELOR AT LAW
CERTIFIED MEDIATOR

Lin Wittmer, Legal Assistant

THE LEGAL ARTS CENTRE

112 WEST CITRUS STREET • (W. CITRUS STREET AT DOUGLAS AVENUE)

ALTAMONTE SPRINGS, FLORIDA 32714-2577

TELEPHONE (407) 869-0900 FAX (407) 869-4905

alperl@aol.com

October 29, 2002

BY HAND DELIVERY

Florida Department of State
c/o CSC
122201 Hays Street
Tallahassee, FL 32301

Re: Registration of Total Fleet Solutions, Inc.
A Texas Corporation to be Authorized To Do
Business in Florida

Ladies and Gentlemen:

We enclose herewith the following:

1. Application by Foreign Corporation to Transact Business in Florida -- Total Fleet Solutions, a Texas corporation.
2. Letter from surviving director of like-named administratively dissolved Florida corporation assenting to use of such name by Texas corporation.
3. Articles of Dissolution for Florida corporation.
4. Fees as follows:

\$3,450.00 for 2000, 2001 and 2002 annual fees (Texas corporation) and three year penalty (Texas corporation)

\$150.00 for 1999 annual fees, if due (Texas corporation)

\$87.50 registration fee (\$70.00) (Texas corporation) plus fee for certification of status and certified copy of application (\$8.75 each)

\$35.00 fee for dissolution (Florida corporation).

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Florida Department of State
October 29, 2002
Page Two

Please provide our agent CSC with certificate of status showing Texas corporation to be in good standing as well as with certified copy of application for authority to transact business in this state, once registered.

Very truly yours,

~~LAW OFFICES OF HARVEY M. ALPER~~

BY: HARVEY M. ALPER

HMA/mw
Enclosures

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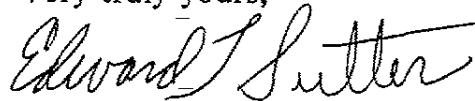
Florida Department of State
c/o CSC
122201 Hays Street
Tallahassee, FL 32301

Re: Total Fleet Solutions, Inc. a Florida Corporation

Ladies and Gentlemen:

On behalf of Total Fleet Solutions, Inc., an administratively dissolved Florida corporation, of which I am the last surviving director, we herewith agree to the use by a like named Texas corporation of our corporate name. We agree that Total Fleet (#PO1000010408) will not seek to restore itself to good standing in Florida in like name.

Very truly yours,



Edward T. Sutter
Surviving Director

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Total Fleet Solutions, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas

(State or country under the law of which it is incorporated)

3. 75-2557969

(FEI number, if applicable)

4. August 23, 1994

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. April, 1, 1999

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2108 Pioneer Parkway West - Suite 113 Arlington, TX 76013

(Principal office address)

2108 Pioneer Parkway West - Suite 113 Arlington, TX 76013

(Current mailing address)

8. To establish and conduct any lawful business which can be legally engaged in by a corporation.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Harvey M. Alper, Esquire

Office Address: 112 West Citrus Street

Altamonte Springs

(City)

Florida 32714

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Edward T. Sutter

Address: 4003 Three Oaks Drive

Arlington, TX 76016

Director:

Vice-Chairman: Mary Janelle Sutter

Address: 4003 Three Oaks Drive

Arlington, TX 76016

Director: Hanford Andrew Sutter

Address: 1760 Highland Drive

Longwood, FL 32750

Director:

Address:

B. OFFICERS

President: Edward T. Sutter

Address: 4003 Three Oaks Drive

Arlington, Texas 76016

Vice President: Hanford Andrew Sutter

Vice President: Mary Janelle Sutter

Address: 1760 Highland Drive

4003 Three Oaks Drive

Longwood, FL 32750

Arlington, TX 76016

Secretary: Mary Janelle Sutter

Address: 4003 Three Oaks Drive

Arlington, TX 76016

Treasurer: Mary Janelle Sutter

Address: 4003 Three Oaks Drive

Arlington, TX 76016

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Mary Janelle Sutter, Vice President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State
Packing Slip

October 15, 2002

Attn: Mary Sutter

Total Fleet Solutions, Inc.
2108 Pioneer Parkway West
Suite 113
Arlington, TX 76013

Batch Number: 1836848

Batch Date: 10-15-2002

Client ID: 42651290

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18368480004	Credit Card Surcharge Document			\$0.21
Total Document Fees				\$10.21

Payment Type	Payment Status	Payment Reference	Amount
Credit Card	Accepted	*****7330	\$10.21
Total Payments Received			\$10.21
Total Amount Charged to Client Account			\$0.00
Total Amount Credited to Client Account			\$0.00

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Any amount credited to Client Account may be refunded upon request.
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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for TOTAL FLEET SOLUTIONS, INC. (filing number: 132444400), a Domestic Business Corporation, was filed in this office on August 23, 1994.

It is further certified that the entity status in Texas is active.

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In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 15, 2002.



Gwyn Shea

Gwyn Shea
Secretary of State