

P00000004261

January 4, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

FILED
00 JAN -7 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern:

Enclosed is a check \$80.00 to file the articles of Incorporation for Sport Line Auto, Inc.
and to have a copy of the Articles of Incorporation returned to me at:

David Wakeland
3064 54th Terrace SW
Naple, Fl. 34116

000003032166--6
-01/07/00--01091--017
*****80.00 *****78.75

If you need any further information, please contact me at 941-353-5308.

Sincerely,

David Wakeland

David Wakeland, President
A By The Number Accounting & Tax Service, Inc.

ARTICLES OF INCORPORATION

OF

SPORT LINE AUTO, INC.

FILED
00 JAN -7 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, Diana Dean, Phillip Woodhouse, Terry Chiles and Brian Ring, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the proposed corporation is: Sport Line Auto, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue is 6000 shares at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital which the corporation shall begin business is \$6,000.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located at 27871 Industrial Street, Bonita Springs, Florida, 34135. The corporation may have such other places of business within and without the State of Florida, or in foreign countries as may be necessary or convenient, as may be determined by the stockholders of the corporation.

ARTICLE VII

The number of directors of this corporation shall be four.

ARTICLE VIII

The name and mailing address of the first board of directors of this corporation who shall hold office for the first year of existence of the corporation or until his successor(s) is elected and qualified is:

Diana Dean
720 31st Street NW
Naples, Florida 34120

Phillip Woodhouse
1903 Countess Ct.
Naples, Florida 34110

Terry Chiles
3681 12th Avenue NE
Naples, Florida 34104

Brian Ring
1625 Avion Place
Naples, Florida 34104

ARTICLE IX

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of the shareholders, and not a Board of Directors. The relative rights, powers and duties of the shareholders shall be set forth in a Shareholders Agreement.

ARTICLE X

The name and address of the President, Vice-President, Secretary and Treasurer who shall hold office for the first year of existence of the corporation or until his successor elected is:

President/	Phillip Woodhouse 1903 Countess Ct. Naples, Florida 34110
Vice President	Diana Dean 720 31st Street NW Naples, Florida 34120
Treasurer	Brian Ring 1625 Avion Place Naples, Florida 34104
Secretary	Terry Chiles 3681 12th Avenue NE Naples, Florida 34104

ARTICLE XI

The registered office for the corporation in the State of Florida is to be located at 720 31st Street NW, in the City of Naples, County of Collier, State of Florida. The registered agent in charge thereof is Diana Dean, located at 720 31st Street NW, Naples, Florida 34120, County of Collier.


ARTICLE XII

The names and mailing addresses of each of the incorporators are as follows:

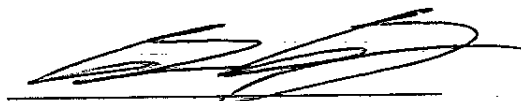
<u>NAME</u>	<u>ADDRESS</u>
Diana Dean	720 31st Street NW Naples, Florida 34120
Phillip Woodhouse	1903 Countess Court Naples, Florida 34110
Terry Chiles	3681 12th Avenue NE Naples, Florida 34104
Brian Ring	1625 Avion Place Naples, Florida 34104

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of January, 2000.


Diana Dean


Phillip Woodhouse


Terry Chiles


Brian Ring

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

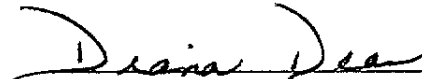
FILED
00 JAN -7 PM 12:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST, Sport Line Auto, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Bonita Springs, County of Lee, State of Florida, has named Diana Dean, located at 720 31st Stree NW, Naples, Florida 34120, County of Collier as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I, Diana Dean, hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


Diana Dean