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Henry R. Dowd E.A.
Accounting & Tax Services
19909 U.S. Highway 41 North
Lutz, Florida 33549
Ph:(813) 909-0015 Fax (813) 996-5538

FILED
00 APR 14 PM 2:39
SECURITY OF STATE
TALLAHASSEE, FLORIDA

Saturday, April 01, 2000

Florida Department Of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

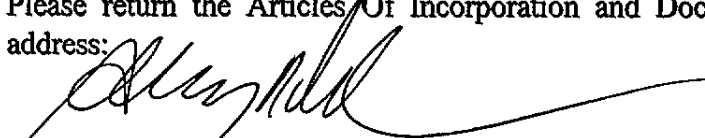
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*****70.00 *****70.00

Re: Articles Of Incorporation of - **TOPLINE CORPORATION**

Gentlemen,

Please find enclosed our check for \$70.00 to cover the filing fee for the enclosed Articles of Incorporation of **TOPLINE CORPORATION**. If you encounter any problems with this filing please call me, Henry R. Dowd, at (813)909-0015.

Please return the Articles Of Incorporation and Document Number to me at the following address:



Henry R. Dowd E.A.
19909 US Highway 41 N.
Lutz, Fl 33549

~~W 9083~~

APR 19 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 2000

HENRY R DOWD EA
19909 US HWY 41 NORTH
LUTZ, FL 33549

SUBJECT: TOPLINE CORPORATION
Ref. Number: W00000009083

We have received your document for TOPLINE CORPORATION and your check(s) totaling \$70.00. 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 existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 600A00018643

ARTICLES OF INCORPORATION
OF
DOUGLAS A COLE, INC.

THE UNDERSIGNED hereby associate ourselves for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I: NAME

The name of this Corporation shall be:

DOUGLAS A COLE, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation's Principal Office is as follows, to-wit:

906 Crystal Terrace
Plant City, Florida 33566

ARTICLE III: SHARES OF STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND shares of common class only with a par value of one and no/100 Dollar (\$1.00) per share. Each holder of common stock in this Corporation shall be entitled to one vote for each share of common stock held by him or her. These shares of stock shall be designated "common shares", under Section 1244 of the Internal Revenue Code.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the Corporation's initial registered agent is as follows:

Douglas A. Cole
906 Crystal Terrace
Plant City, Florida 33566

ARTICLE V: INCORPORATORS

The names and street addresses of the Incorporators to these articles of Incorporation are:

NAME:	ADDRESS:
Douglas A. Cole	906 Crystal Terrace Plant City, Florida 33566

ARTICLE VI: DURATION

This Corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE VII: PURPOSE

The general purpose of which this Corporation is organized includes the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE VIII: GENERAL POWERS

This Corporation shall have the following corporate powers, to-wit:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile hereof, to be impressed, affixed, or in any other manner

reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property of any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees in accordance with Sec. 607.141.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or

invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this State.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws not inconsistent with its Articles of Incorporation or with the laws of this State for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(o) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE IX: PREEMPTIVE RIGHT

The shareholders of the Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said corporation.

ARTICLE X: TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of section 1244 of the Internal Revenue Code.

ARTICLE XI: BOARD OF DIRECTORS

The Board of Directors of this corporation shall initially be One (1).

NAME:	ADDRESS:
Douglas A. Cole	906 Crystal Terrace Plant City, Florida 33566

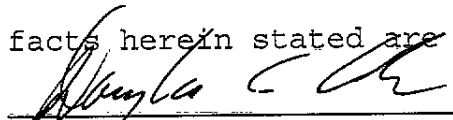
The number of Directors may be increased or decreased from time to time by amendment of these Bylaws, provided the Corporation shall always have at least one Director. Each director shall hold office until the next annual meeting of Shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death.

ARTICLE XII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed, and new bylaws may be adopted by the shareholders, and the shareholders may prescribe in any bylaw made by them that such bylaws shall not be altered, amended

or repealed by the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hand and seal this 1st day of April 2000 for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State, State of Florida, this certificate of Incorporation, and certify that the facts herein stated are true.



Douglas A. Cole

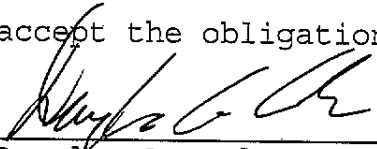
CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

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 designating the
registered office and registered agent, in the state of Florida.

- 1.) The name of the corporation is: DOUGLAS A COLE, INC.
- 2.) The name and address of the registered agent is:

Douglas A. Cole
906 Crystal Terrace
Plant City, Florida 33566

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.



Douglas A. Cole

4/15/00

DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 14 PM 2:38

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