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DAN MOSES, P.A.
ATTORNEY AT LAW

561-368-0663 Telephone
561-338-4042 Facsimile
dwmoseslaw@prodigy.net

August 7, 2000

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*****78.75 *****78.75

VIA CERTIFIED MAIL 7000 0520 0015 6056 7086

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

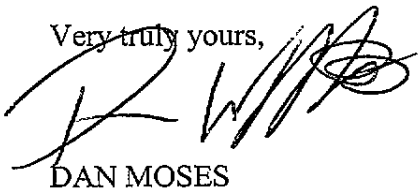
RE: *TOP OF THE LINE, INC.*

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Top of the Line, Inc., along with my check in the amount of \$78.75 representing your filing fee. Please return a certified copy in the enclosed self-addressed stamped envelope.

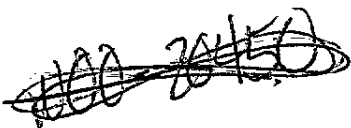
Thank you.

Very truly yours,


DAN MOSES

DM/lme
Enclosures

FILED
00 AUG 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Dan Moses, P.A., One South Ocean Boulevard, Suite 208, Boca Raton, Florida 33432

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DAN MOSES, P.A.
ATTORNEY AT LAW

561-368-0663 Telephone
561-338-4042 Facsimile
dwmoseslaw@prodigy.net

August 28, 2000

VIA CERTIFIED MAIL 7000 0600 0025 0880 9379

Teresa Brown
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

RE: Top of the Line, Inc. **REFILING AS TOP OF THE LINE ENTERPRISES & INVESTMENTS, INC.**
Reference Number: W00000020450

Dear Ms. Brown:

Enclosed please find the original and one copy revised Articles of Incorporation for Top of the Line Enterprises & Investments, Inc. Please forward a conformed copy to the undersigned in the enclosed self-addressed stamped envelope.

Thank you.

Very truly yours,



DAN MOSES

DM/lme
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 21, 2000

DAN MOSES, P.A.
ONE SOUTH OCEAN BLVD., SUITE 208
BOCA RATON, FL 33432

SUBJECT: TOP OF THE LINE, INC.
Ref. Number: W00000020450

We have received your document for TOP OF THE LINE, INC. and your check(s) totaling \$78.75. 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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 800A00044640

ARTICLES OF INCORPORATION OF TOP OF THE LINE ENTERPRISES & INVESTMENTS, INC.

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00 AUG 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of the corporation is **Top of the Line Enterprises & Investments, Inc.**

Article II - Purpose

The purpose for which corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings and to have a corporate seal. The corporation may also purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any and all of its property, franchise and income. It may conduct business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida. It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the state for the administration and regulations of the affairs of the corporation. The corporation shall have the power to make donations to the public welfare or for charitable, scientific or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of government policy. The corporation shall further have the power to pay pensions and establish pension plans and other incentive plans for any and all of its director, officers and employees of its subsidiaries. It may be a promoter, incorporator, general partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise use and deal in and with

shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any other government, state, territory or other governmental body. The corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

Article IV - Capital Stock

The aggregate number of shares which the corporation has the authority to issue is 500 shares, all of which shall be common shares with par value of \$1.00.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent and Corporation's Principal Office Address

The street address of the initial registered office and principal place of business of this corporation is **2722 West Atlantic Boulevard, Suite 11, Pompano Beach, Florida 33069.**

The name of the initial registered agent of this corporation is **Michael Kleopa.**

Article VII - Directors

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

**Michael Kleopa
2722 West Atlantic Boulevard
Suite 11
Pompano Beach, Florida 33069**

Article VIII - Officers

The Initial officer of the corporation shall be:

President / Treasurer – Michael Kleopa

Vice President / Secretary – Michael Kleopa

Article IX - Commencement of Existence

The corporation shall be deemed to commence its existence on : upon receipt by the Secretary of State.

Article X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation to any amendment hereto, and any rights conferred upon the stockholders are subject to reservations.

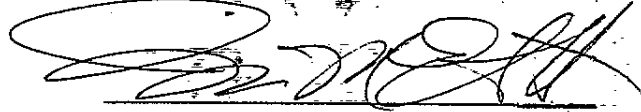
IN WITNESS WHEREOF, we have subscribed our names this 28 day of August, 2000.


MICHAEL KLEOPA

STATE OF FLORIDA)
): S.S.
COUNTY OF PALM BEACH)

On this 28 day of August, A.D., 2000, before me, a Notary Public for the State of Florida, the undersigned officer personally appeared **Michael Kleopa** known to me to be the person whose name is subscribed to the within instrument, and acknowledge that he executed the same of the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public, State of Florida

My Commission Expires:

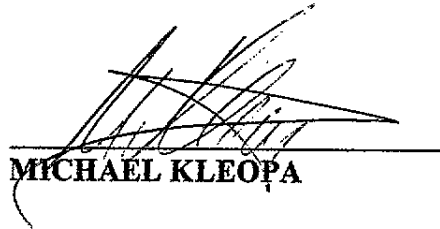


Lisa M. Elliott
MY COMMISSION # CC839912 EXPIRES
July 19, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE FOR REGISTERED AGENT

Having been named to accept service of process for **Top of the Line Enterprises & Investments, Inc.**, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 28 of August, 2000.



MICHAEL KLEOPA

FILED
00 AUG 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA