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FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

700007136397--5 -08/15/02--01038--002 ******70.00 ******70.00

SUBJECT:

BEELINE MONORAIL Systems INC.
(Proposed corporate name - niust include sulfix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee

\$78.75

Filing Fee

& Certificate

U\$122.50

#122.3U

Filing Fee & Certified Copy

\$131.25

Filing Fee,

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Howard R. Womeldorph, Jr., CPA

Name (Printed or typed)

7416 Oak Run Lane

Address

Sarasota, Florida 34243

City, State & Zip

(941) 727-8111

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

WOZ-23772

a 26.02



FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

August 16, 2002

HOWARD R WOMELDORPH, JR, CPA 7416 OAK RUN LANE SARASOTA, FL 34243

SUBJECT: BEELINE MONORAIL SYSTEMS, INC.

Ref. Number: W02000023772

We have received your document for BEELINE MONORAIL SYSTEMS, INC. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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) 245-6930.

Donna Graves Document Specialist New Filing Section

Letter Number: 502A00048543

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of this corporation shall be:

BEELINE MONORAIL SYSTEMS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3220 1st Street West, Bradenton, Florida 34208

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have at any one time is one million (1,000,000).

ARTICLE IV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

JOHN W. DELK

3220 1st Street West, Bradenton, Florida 34208

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these articles of Incorporation are:

JOHN W. DELK

Address: 3220 1st Street West, Bradenton, Florida 34208

ARTICLE VI – RESTRICTIONS ON MEMBERSHIP TO BOARD OF DIRECTORS

This corporation shall have two (2) directors initially, who are JOHN W. DELK and STEPHEN M. SCHERER. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATION

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

JOHN W. DELK

3220 Ist Street West, Bradenton, Florida 34208

Signature of Incorporator

Date

Having been named as registered agent and to accept service of process for the above 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.

Signature/Registered Agent

Date