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**WOLFE, YOUNG, O'BAKER & COMPANY**

Accountants & Tax Consultants

101 Sunnyside Road  
Casselberry, Florida 32707

Ph # (407) 339-9000  
Fax # (407) 339-4205

December 12, 1995

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

Re: Top Hat Transportation, Inc.

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

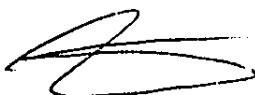
Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

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-01/09/96-01002--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY



Robert W. Wolfe

RWW/bjs  
Enclosures

cc: Patty Stokes

DMC  
1-11-96

95 JAN - 8 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

FILED  
*Articles of Incorporation*  
*of*  
***Top Hat Transportation, Inc.***

96 JAN -8 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name**

The name of the corporation is: **Top Hat Transportation, Inc.**

**Article II - Duration**

This corporation shall exist perpetually.

**Article III - Purpose**

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

**Article IV - Capital Stock**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**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 thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

### **Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 4009 Greenfern Drive, Orlando, Florida 32810, and the name of the initial registered agent of this corporation at that address is: Patty Stokes.

### **Article VII - Initial Board of Directors**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Patty Stokes, 4009 Greenfern Drive, Orlando, Florida 32810.

### **Article VIII - Incorporator**

The name and address of the person signing these Articles of Incorporation is: Patty Stokes, at 4009 Greenfern Drive, Orlando, Florida 32810.

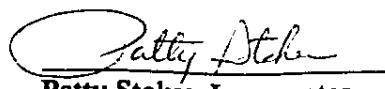
### **Article IX - Initial Officers**

The names and addresses of initial officers shall be Patty Stokes, 4009 Greenfern Drive, Orlando, Florida 32810, President, Secretary and Treasurer.

### **Article X - By-Laws**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 4 day of JAN, A.D., 1996

  
\_\_\_\_\_  
Patty Stokes -Incorporator

STATE of FLORIDA  
COUNTY OF Seminole:

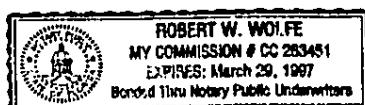
BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Patty Stokes**, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

Patty Stokes  
Patty Stokes

SWORN and SUBSCRIBED to before me this 4 day of Jan, A.D., 1996.

MW  
Notary Public, State of Florida  
AT LARGE

My Commission Expires: (N.P.Seal)



State of Florida  
Department of State

FILED

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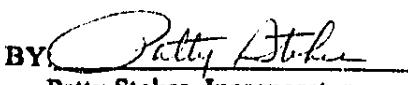
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The following is submitted in compliance with Section 48.091, Florida Statutes.

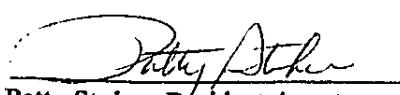
Top Hat Transportation, Inc., a corporation organized under the laws of the State of Florida, with its principal office at: 4009 Greenfern Drive, Orlando, Florida 32810, has named Patty Stokes of 4009 Greenfern Drive, Orlando, Florida 32810, as its Agent to accept service of process within this State.

Top Hat Transportation, Inc.

BY   
Patty Stokes, Incorporator

A C C E P T A N C E

Having been named to accept service of process for the above-stated corporation, at the designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Patty Stokes, Resident Agent