

April 16, 1996

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

Dear Sir or Madam:

Enclosed is a check for \$122.50 payable to the Department of State for the filing of the Articles of Incorporation for Top Line Auto, Inc. A portion of the check, \$70, is for the filing fees and \$52.50 is for a certified copy. If you can please send the copy to:

David Wakeland
3064 54th Terrace SW
Naples, FL 33942

If you have any questions, please contact me at (941)353-5308.

Thank you for your cooperation.

Sincerely,



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

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FILED
96 APR 26 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 1 1996 BSB

ARTICLES OF INCORPORATION
OF
TOP LINE AUTO., INC.

FILED
96 APR 26 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, Richard Wheeler, 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: Top 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 1,000 shares at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital which the corporation shall begin business is \$500.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located at 2585 Longboat Drive, Naples, FL, 33942. 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 one.

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:

Richard Wheeler
2585 Longboat Drive
Naples, Fl. 33942

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/
Vice President/
Treasurer/
Secretary:

Richard Wheeler
2585 Longboat Drive
Naples, Fl. 33942

ARTICLE XI

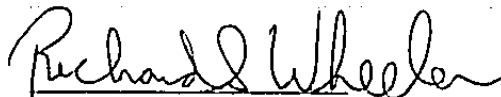
The registered office for the corporation in the State of Florida is to be located at 2585 Longboat Drive, in the City of Naples, County of Collier, State of Florida. The registered agent in charge thereof is Richard Wheeler, located at 2585 Longboat Dr., Naples, Florida 33942, County of Collier.

ARTICLE XII

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

<u>NAME</u>	<u>ADDRESS</u>
Richard Wheeler	2585 Longboat Drive Naples, Fl. 33942

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of April, 1996.


Richard Wheeler

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

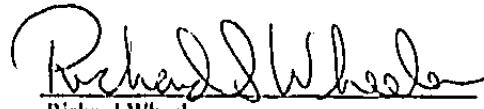
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TALLAHASSEE, FLORIDA

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

FIRST, that Top 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 Naples, County of Naples, State of Florida, has named Richard Wheeler, located at 2585 Longboat Dr., Naples, Florida 33942, 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, Richard Wheeler, hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


Richard Wheeler