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GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN:

- FLORIDA
- ILLINOIS
- KANSAS

DEUTSCHSPRACHIG
GERMAN SPEAKING

BY APPOINTMENT ONLY

SUITE 200
350 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 34102

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October 10, 1996

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

RE: Top-Line Corp.

500001982535--0
-10/22/96--01056--007
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

Linda Brand for.

Gudrun Maria Nickel, P.A.

GMN:hs

Enclosure

OCT 22 1996 BSB

NOV 13 1996

611,502

W96-22466

FILED
96 NOV 13 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1996

GUDRUN MARIA NICKEL, P.A.
350 FIFTH AVENUE SOUTH
SUITE 200
NAPLES, FL 34102

SUBJECT: TOP -LINE CORP.
Ref. Number: W96000022466

We have received your document for TOP -LINE CORP. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 096A00048616

**ARTICLES OF INCORPORATION
OF
STAR-LINE CORP.**

FILED
96 NOV 13 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is Star-Line Corp.. The principal place of business of the corporation is 1316 S.E. 21st Terrace, Cape Coral, Florida 33990. The mailing address of the corporation is 1316 S.E. 21st Terrace, Cape Coral, Florida 33990.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the Subchapter S and IRC 1244 elections.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be 1 (one) initial director as follows:

**HILTRUD I. SENFTINGER 1316 S.E. 21st Terrace
Cape Coral, Florida 33990**

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

Hiltrud I. Senftiger - President/Secretary/Treasurer

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance 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 at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.0101 et seq., at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

**Gudrun Maria Nickel, P.A. 350 Fifth Avenue South, #200
Naples, Florida 34102**

ARTICLE XIV - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 13006 S.E. 12th Street, Cape Coral, Florida 33990, and the name of the initial registered agent of the corporation at that address is LUCIA UHDE.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 12th day of October, 1996.

GUDRUN MARIA NICKEL, P.A.

By: [Signature]

GUDRUN MARIA NICKEL, President

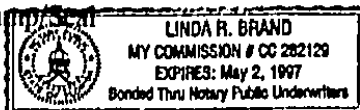
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 10th day of October, 1996, by GUDRUN MARIA NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (~~or who produced~~ _____ as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

May 2, 1997

Notary Stamp



[Signature]
Notary Public

Linda R. Brand

Type or Print Notary Name

Notary Number: CC282129

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

[Signature]
LUCIA UHDE