

(SAMPLE LETTER OF TRANSMITTAL)

P97000030973

Date 4-2-97

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

Re: MOUNTAIN TOPPERS Inc.
(name of corporation)

500002133725--3
-04/04/97--01061--005
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Registered Agent Designation for the above named corporation.

Very truly yours,

X N. Smith
(individual's name)

FILED
APR - 4 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MOUNTAIN TOPPERS, Inc.
(name of corporation)

APR 7 1997 BSB

MAILING ADDRESS OF CORPORATION

220 PLEASANTWOOD DR.

WELLINGTON, FL 33414

PHONE

(561) 753-0146

Area Code

Number

Ext.

ARTICLES OF INCORPORATION

MOUNTAIN TOPPERS, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to do so, hereby form a corporation under the laws of the State of Florida.

FILED
97 APR -4 AM 9:14
SEAL
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MOUNTAIN TOPPERS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares (FIVE HUNDRED) of \$1.00 Dollar(s) (\$) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>NELLE P. SMITH</u>		
ADDRESS	<u>220 PLEASANTWOOD DR.</u>		
CITY	<u>WELLINGTON</u>	FLORIDA	ZIP <u>33414</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>MOUNTAIN TOPPERS, INC.</u>		
ADDRESS	<u>220 PLEASANTWOOD DR.</u>		
CITY	<u>WELLINGTON</u>	FLORIDA	ZIP <u>33414</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. 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 director(s) of the corporation are as follows:

NAME	<u>NELLE P. SMITH</u>		
ADDRESS	<u>220 PLEASANTWOOD DR.</u>		
CITY	<u>WELLINGTON</u>	STATE <u>FL</u>	ZIP <u>33414</u>
NAME	<u>JEFFREY T. SMITH</u>		
ADDRESS	<u>220 PLEASANTWOOD DR.</u>		
CITY	<u>WELLINGTON</u>	STATE <u>FL</u>	ZIP <u>33414</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	NELLE P. SMITH		
ADDRESS	220 PLEASANTWOOD DR.		
CITY	WELLINGTON	STATE	FL ZIP 33414
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 1 day of April, 1997.

Nelle P. Smith

(Seal)

(Seal)

(Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED

CERTIFICATE OF REGISTERED AGENT

97 APR -4 AM 9:14

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MOUNTAIN TOPPERS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 220 PLEASANTWOOD DR.

WELLINGTON, FL 33414

has named NECCE P. SMITH

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

X [Signature]
(registered agent)