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* BOARD CERTIFIED IN REAL ESTATE
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July 21, 1997

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

Re: Top-Line Surfaces, Inc.

100002245401--0
-07/23/97--01096--009
*****122.50 *****122.50

Dear Sir/Madam:

Enclosed are Articles of Incorporation for Top-Line Surfaces, Inc.

Also enclosed is check number 77903 in the sum of One Hundred Twenty-Two and 50/100 (\$122.50) as and for filing fees and a certified copy of the Articles of Incorporation.

Please issue a certified copy of the above referenced Articles of Incorporation and forward to the undersigned at the address at the top of this letterhead.

If, for any reason, you are unable to incorporate the above referenced proposed corporation, please contact the undersigned immediately.

Sincerely,


RICHARD B. SABRA, ESQ.

RBS/kf
Encls.

cc: Stephen Purciello

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FILED
97 JUL 23 AM 8:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T.A.M. 7/23/97

FILED

97 JUL 23 AM 8:44

**DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION

OF

TOP-LINE SURFACES, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is TOP-LINE SURFACES, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is: 1462 Springside Drive, Weston, Florida 33326.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is c/o Atkinson, Diner, Stone & Mankuta, P.A., 1946 Tyler Street, Hollywood, Florida 33022, and the name of the initial registered agent of this corporation at that address is RICHARD B. SABRA, ESQ..

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Stephen Purciello
1462 Springside Drive
Weston, Florida 33326

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 24 day of July, 1997.

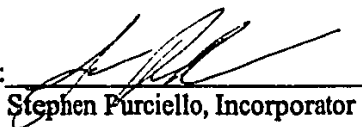


STEPHEN PURCIELLO
Initial Director/Incorporator


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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That TOP-LINE SURFACES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1462 Springside Drive, Weston, State of Florida, has named Richard B. Sabra, Esq., located at 1946 Tyler Street, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 
TITLE: Stephen Purciello, Incorporator
DATE: 7-21-97

Having been named to accept service of process for the above-stated corporation, at the place designated 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.

SIGNATURE: 
Richard B. Sabra, Esq.
Registered Agent
DATE: 7/21/97

FILED
97 JUL 23 AM 8:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA