

P97000076673

Carstops, Inc.
8819 North Virginia Avenue
Palm Beach Gardens, FL 33418
Ph: (561)582-2222 / Fax: (561)627-5404

September 2, 1997

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

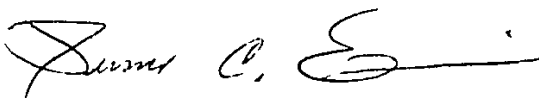
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*RE: Articles of Incorporation
Carstops, Inc.*

Dear Ladies and Gentlemen:

Enclosed please find our check for \$122.50 for the filing of the attached Articles of Incorporation of Carstops, Inc. Please return a certified copy of the articles enclosed.

Very truly yours,


Russell A. Erickson

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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9/9/97

Articles of Incorporation
Of
Carstops, Inc.

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DIVISION OF CORPORATIONS
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Article I. Name

The name of this Florida corporation is:

Carstops, Inc.

Article II. Address

The mailing address of the Corporation is:

Carstops, Inc.
8819 North Virginia Avenue
Palm Beach Gardens, FL 33418

Article III. Purpose

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and Florida.

Article IV. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Russell A. Erickson
8819 North Virginia Avenue
Palm Beach Gardens, FL 33418

Article VI. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Russell A. Erickson

Article VII. Incorporator

The name and address of the incorporator is:

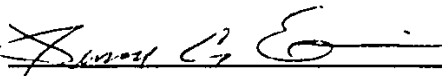
Russell A. Erickson
8819 North Virginia Avenue
Palm Beach Gardens, FL 33418

Article VIII. Duration

The Corporation shall exist perpetually.

Article IX. Corporate Existence

In witness whereof, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association have executed these Articles of Incorporation this 4 day of September 1997.

By: 
Russell A. Erickson, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4th day of September, 1997, by RUSSELL A. ERICKSON, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC

Tina Feltman

(SEAL)

TINA FELTMAN

(Print Name)

My Commission Expires: 8/21/01

Commission # CC 674151

Written Consent of Directors to Organize
Carstops, Inc.

The Board of Directors hereby takes the following actions by unanimous written consent to organize this Florida corporation:

1. Articles of Incorporation. The articles of incorporation of the Corporation are approved.

2. Officers. The following persons are appointed to the offices set forth opposite their names to serve until their successors are appointed:

President	Russell A. Erickson
Vice President	Russell A. Erickson
Secretary	Russell A. Erickson
Treasurer	Russell A. Erickson

3. Bylaws. The bylaws that are in the Corporate Records binder are adopted and approved as the bylaws of the Corporation.

4. Stock Certificates. The common stock certificates that are in the Corporate Records binder are approved as the form to be used in issuing shares of common stock of the Corporation.

5. Bank Account. The officers are directed to open an account with a bank or other financial institution and to deposit in that account all funds of the Corporation. All resolutions required to open an account in accordance with this paragraph are adopted as the action of the Board of Directors.

6. Organizational and Start-up Expenditures. The officers of the Corporation are authorized to elect to amortize organizational and qualified start-up expenditures in accordance with Sections 248 and 195 of the Internal Revenue Code, as amended.

7. Approval of Prior Actions. All lawful actions by the incorporator and its representatives which were taken on behalf of the Corporation prior to the effective date of this written consent are approved.

8. Subscription For Shares of the Corporation. For the consideration determined by the Board of Directors to be adequate, the Corporation will issue a stock certificate for shares of the Corporation's common stock to each person named below:

<u>Shares</u>	<u>Shareholder</u>
100	Russell A. Erickson

The undersigned, constituting the Corporation's entire Board of Directors, executed this written consent effective as of the 7 day of SEPTEMBER 1997.



Russell A. Erickson

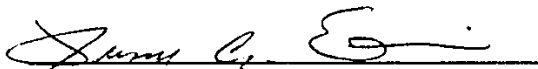
CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

CORPORATION:
Carstops, Inc.

REGISTERED AGENT:
Russell A. Erickson
8819 North Virginia Avenue
Palm Beach Gardens, FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Russell A. Erickson

SEP 4, 1997

Date