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DAVID E. ABELES
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P.O. BOX 121
DeBary, Florida 32713
TELEPHONE: (407) 668-8511
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September 11, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

400002638474--S
-09/14/98--01090--011
*****78.75 *****78.75

RE: Filing Articles of Incorporation of Superlines, Inc.

Gentlemen:

Please find enclosed our firm check made payable to your order in the amount of \$78.75 and Articles of Incorporation. We are aware that Superliner, Inc. is on file and would like to file ours as Superlines, Inc.

Amounts are broken down as follows:

- 1) \$35.00 - Designating Resident Agent
- 2) \$35.00 - Filing Fee for Articles of Incorporation
- 3) \$ 8.75 - Certificate of Status

I would appreciate your filing the enclosed Articles and returning a conformed copy to me at your earliest convenience. Thank you for your cooperation in this matter.

Very truly yours,

ABELES AND ANDERSON, P.A.

David E. Abeles

David E. Abeles

TP

Dmc
9-17-98

~~*1198 21330*~~

~~*2557, 611*~~

DEA/tp
Encl.

FILED
98 SEP 23 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1998

DAVID E. ABELES, ESQ.
ABELES AND ANDERSON, P.A.
P.O. BOX 121
DEBARY, FL 32713

SUBJECT: SUPERLINES, INC.
Ref. Number: W98000021330

We have received your document for SUPERLINES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00047244

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUPERLINES, INC

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.- NAME.

The name of this corporation shall be: Superlines, Inc.

The principal place of business of this corporation shall be: 336 Raintree Cir., Deland, Florida 32724.

ARTICLE II-NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III-CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 at \$.01 par value.

ARTICLE IV-TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V-OFFICERS, DIRECTORS

The name and street address of the initial officer and director, if any, whom shall hold office the first year of the corporation's existence or until their successor is elected, is:

August Ghisellini
336 Raintree Circle
Deland, Florida 32724

President

Joseph Ghisellini
440 E. 57th St., #21
New York City, New York 10022

Secretary/Treasurer

ARTICLE VI-INCORPORATOR(S)

The name and address of the incorporator of these articles of incorporation is:

August Ghisellini
336 Raintree Circle
Deland, Florida 32724

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of September, 1998.


Signature of Incorporator

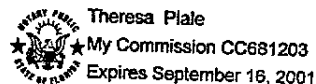

August Ghisellini

STATE OF FLORIDA
COUNTY OF VOLUSIA

THE FOREGOING instrument was acknowledged before me this 2 day of September, 1998
by August Ghisellini

- who is personally known to me, or
 who has produced _____
as identification.


Theresa Plale
Notary Public
My Commission Expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SEP 23 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

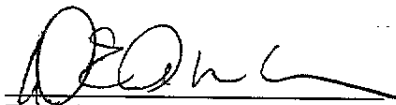
1. The name of the corporation is: Superlines, Inc.
2. The name and address of the registered agent and office is:

David E. Abeles
5 W. Highbanks Rd.
DeBary, Florida 32713



August Ghisellini
Title: President
Date:

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



David E. Abeles
Registered Agent
Date: September __, 1998