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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: TOWERS EXCLUSIVE ENTERPRISES INC.
2617 S. PARK ROAD
HALLANDALE, FLORIDA 33009

400003447464--9
-11/01/00--01091--012
122.50 **78.75

Dear Department of State:

I am enclosing an original and one copy of the Articles of Incorporation for the above proposed corporation. [I reserved the above corporate name with your office pursuant to reservation # _____], dated 09/27/00.

Also enclosed is a check/ money order in the amount of \$ 122.50 in payment of the following fees

Filing Fee	\$ 35.00
Certified copy fee	<u>52.50</u>
Registered Agent fee	<u>35.00</u>
Charter Tax	<u>00.00</u>
 TOTAL	 122.50

Please file the original articles and return the certified copy to me at the above address.

Sincerely,


Incorporator
JOEL BERNARD

Re 11/2/00

ARTICLES OF INCORPORATION
OF
TOWERS EXCLUSIVE ENTERPRISES INC.

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ONE: The name of the corporation is TOWERS EXCLUSIVE ENTERPRISES INC.

TWO: The duration of the corporation shall be perpetual.

THREE: The address of the corporation is: 2617 S. PARK ROAD
HALLANDALE, FLORIDA 33009

FOUR: The general purpose or purposes for which this corporation is being formed are to operate a Transportation Company, including local and long distance charter and any other lawful business activity for which corporation may be incorporated under Chapter 607 of the Florida Statutes.

FIVE: The aggregate number of shares, which the corporation shall have authority to issue is
ONE THOUSAND (1,000) common shares
having a value of \$ 1.00 per share.

SIX: The registered agent and the street address of the initial registered office of the corporation in the state of Florida is:

Name	Address
JOEL BERNARD	<u>2617 S. PARK ROAD</u> <u>HALLANDALE, FLORIDA 33009</u>

The internal affairs of the corporation shall be governed by the Bylaws of the Corporation, which shall be adopted at the meeting of the Board of Directors.

SEVEN: The number of directors constituting the initial board of directors is 3 and the name and address of each person who is to serve as a member thereof

is as follows:

Name	Address
<u>JOEL BERNARD</u>	<u>2617 S. PARK ROAD</u> <u>HALLANDALE, FLORIDA 33009</u>

<u>JACQUELINE D. BERNARD</u>	<u>2617 S. PARK ROAD</u> <u>HALLANDALE, FLORIDA 33009</u>
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<u>ERICK S. LEUN</u>	<u>2617 S. PARK ROAD</u> <u>HALLANDALE, FLORIDA 33009</u>
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EIGHT: The name and address of the sole incorporator is:

Name	Address
<u>JOEL BERNARD</u>	<u>2617 S. PARK ROAD</u> <u>HALLANDALE, FLORIDA 33009</u>

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these articles of Incorporation.

DATED: 10/26/00

JOEL BERNARD

ARTICLE IX

SUBSCRIBERS

The names and street addresses and the number of shares subscribed to by the subscribers hereto, who are also members of the first Board of Directors and who are to conduct the business of the Corporation until those elected at the organizational meeting, are:

JOEL BERNARD	750 shares
2617 S. PARK ROAD	
HALLANDALE, FLORIDA 33009	

JACQUELINE D. BERNARD	250 shares
2617 S. PARK ROAD	
HALLANDALE, FLORIDA 33009	

ERICK S. LEUN	
2617 S. PARK ROAD	
HALLANDALE, FLORIDA 33009	

STATE OF FLORIDA

COUNTY OF SEMINOLE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HEREBY CERTIFY that on this day, before me, a Notary Public authorized

In the state and county named above to take acknowledgments, personally appeared

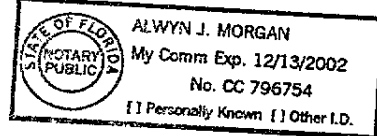
to me known to be the person described JOEL BERNARD

as the subscriber in and who executed the foregoing Articles of Incorporation, and

Acknowledged before me that he/ she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this

29th day of SEPTEMBER, 2000.



Alwyn J. Morgan
Notary Public

My commission expires: 12/13/2002

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.

[Signature]

Incorporator/Registered Agent