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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAG-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINED STREET

MIAMI FL 33166-

02-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: KENDALL LIMOUSINES, INC.

FAX AUDIT NUMBER: H95000000665

CURRENT STATUS: REQUESTED

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ANTONIO J SOTO LEO

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ARTICLES OF INCORPORATION
OF
KENDALL LIMOUSINES, INC.

ARTICLE I. NAME

The name of this corporation shall be KENDALL LIMOUSINES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of providing limousine service and engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1500 shares of common stock, with a par value of One and No/100 (\$1.00) Dollar per share.

This Instrument Prepared By:

Antonio J. Soto, III, Esq.
8500 West Flagler Street
Suite A-105
Miami, Florida 33144-2037
(305) 227-2700/FBN: 302163

Articles of Incorporation of KENDALL LIMOUSINES, INC.

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the

Articles of Incorporation of KENDALL LIMOUSINES, INC.

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shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual members of the Board of Directors of said Corporation, who subject themselves to the provisions of this Article of Incorporation, the By-Laws of said corporation and the corporate laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until his, her or their successors are elected and have qualified, to wit:

HUMBERTO TRUJILLO
P.O. Box 831595
Miami, Florida 33283

PRESIDENT

ABAD ARANDA
P.O. Box 831595
Miami, Florida 33283

SECRETARY

Articles Of Incorporation Of KENDALL LIMOUSINES, INC.

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ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 8400 S.W. 133rd Avenue, #402. Miami, Florida 33183.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: HUMBERTO TRUJILLO.

ARTICLE X. INCORPORATOR

The name and address of the individuals who shall serve as this corporation's incorporator and the number of shares of stock each agrees to take is:

HUMBERTO TRUJILLO,
P.O. Box 831595
Miami, Florida 33283

765 SHARES (51%)

ABAD ARANDA
P.O. Box 831595
Miami, Florida 33283

735 SHARES (49%)

Articles Of Incorporation Of KENDALL LIMOUSINES, INC.

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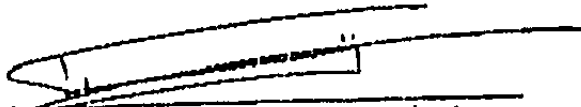
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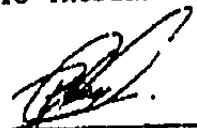
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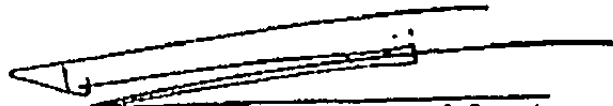
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


HUMBERTO TRUJILLO - Incorporator


ABAD ARANDA - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of KENDALL LIMOUSINES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for KENDALL LIMOUSINES, INC.


HUMBERTO TRUJILLO - Registered Agent

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State OF FLORIDA

County OF DADE

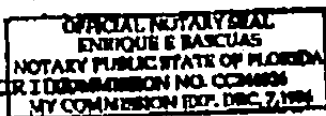
On January 12, 1995, HUMBERTO TRIJILLO, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of KENDALL LIMOUSINES, INC.

Enrique E. Baseuas
Notary Public

ENRIQUE E BASEUAS
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

State Of FLORIDA
County Of DADE



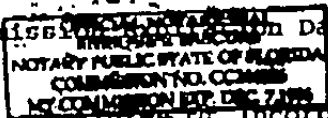
County Of DADE

On January 12, 1995, ARAD ARANDA, designated above as the individual who shall serve as an incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of KENDALL LIMOUSINES, INC.

Enrique E. Baseuas
Notary Public

ENRIQUE E. BASEUAS
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



Articles Of Incorporation Of KENDALL LIMOUSINES, INC.