

P97000017806  
TRANSMITTAL LETTER

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

300002094013--3  
-02/21/97--01022--007  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: ACE LIMOUSINE, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- |  |   |  |   |
|--|---|--|---|
| <input type="checkbox"/> \$70.00<br>Filing Fee | <input type="checkbox"/> \$78.75<br>Filing Fee<br>& Certificate | <input checked="" type="checkbox"/> \$122.50<br>Filing Fee<br>& Certified Copy | <input type="checkbox"/> \$131.25<br>Filing Fee,<br>Certified Copy<br>& Certificate |
|--|---|--|---|

FROM: Ed Nero  
Name (Printed or typed)  
4181 11th Terrace  
Address  
Pompano Beach, FL 33064  
City, State & Zip  
1954-785-2060  
Daytime Telephone number

FILED  
97 FEB 21 AM 8 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*[Signature]*

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
ACE LIMOUSINE, INC.**

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

**ARTICLE I - NAME**

The name of the Corporation shall be:

**ACE LIMOUSINE, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be: 4181 11th Terrace, Pompano Beach, Florida 33064.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - SHARES**

The number of shares of stock that this Corporation is authorized to have outstanding at anyone time is one hundred (100) shares common capital stock..

**ARTICLE V - BOARD OF DIRECTORS, AND MEMBERS**

The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred herein as Directors. The directors will be elected by a majority vote of the shareholders.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name and street addresses of the initial board of directors and member of this Corporation is:

Barry T. Kates, President  
2657 Edgewater Drive  
Fort Lauderdale, Florida 33332

Edward Nero, Vice-President  
4181 N.E. 11th Terrace  
Pompano Beach, Florida 33064

James Freudenberg, CEO  
4181 N.E. 11th Terrace  
Pompano Beach, Florida 33064

#### ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

#### ARTICLE VII - INCORPORATOR

The names and street addresses of the incorporator to these Articles of Incorporation shall be:

Edward Nero  
4181 N.E. 11th Terrace  
Pompano Beach, Florida 33064

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on these Articles of Incorporation this 18<sup>th</sup> day of February, 1997.

  
Edward Nero

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

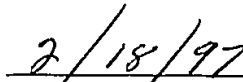
1. The name of the corporation is: ACE LIMOUSINE, INC.
2. The name and address of the registered agent and office is:

EDWARD NERO  
4181 N.E. 11th Terrace  
Pompano Beach, Florida 33064

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Edward Nero

  
Date