

ACCOUNTING, INC. A/C

3583 N.W. 9th Ave. (Powerline Rd.)
Fort Lauderdale, Florida 33309
Phone: (305) 564-5309

P98000014203

February 4, 1998

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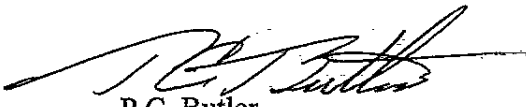
Division of Incorporation
Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for Star Valet Parking & Transportation, Inc. Also enclosed is a filing fee check in the amount of \$122.50. Please acknowledge receipt of Articles and provide a Charter and Certificate of Registration.

Thank you for your assistance.

Sincerely,



P.C. Butler
Accounting, Inc.

PCB/dm

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98 FEB 12 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CS
2-12-98

**ARTICLES OF INCORPORATION
OF
STAR VALET PARKING & TRANSPORTATION, 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 this corporation is Star Valet Parking & Transportation, Incorporated

ARTICLE II - PRINCIPLE PLACE OF BUSINESS

The principal place of business of this corporation is:
929 Spring Circle #105, Deerfield Beach, Florida 33441.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in the activities and business of providing a valet parking service at established businesses and other activities or business as permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this corporation are:

P. C. Butler
3583 NW 9th Ave.
Ft. Lauderdale, Florida 33309

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than 1 (one). The name and addresses of the initial director of this corporation are:

P. C. Butler
3583 NW 9th Ave.
Ft. Lauderdale, Florida 33309

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ARTICLE VIII - INCORPORATORS

The names and addresses of the person signing these Articles of Incorporation are:

P. C. Butler
3583 NW 9th Ave.
Ft. Lauderdale, Florida 33309

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all the powers enumerated on the Florida General Corporations Act.

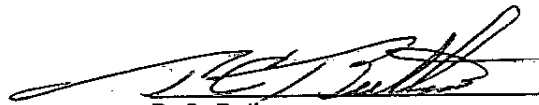
ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned subscribers have executed these Articles of Incorporation
the 5 day of FEBRUARY, 1998.



P. C. Butler

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

STAR VALET PARKING & TRANSPORTATION, INCORPORATED

2. The name and address of the registered agent and office is:

P. C. Butler
3583 NW 9th Ave.
Ft. Lauderdale, Florida 33309

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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.



P. C. Butler