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LAZARUS CORPORATE FILING SERVICE, INC.  
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MIAMI, FLORIDA (305)552-5973  
 (City, State, Zip) (Phone #)  
LOCAL REPRESENTATIVE TALLAHASSEE

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 -11/23/98--01015--019  
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OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. STAR EXPRESS LIMOUSINE CORP  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

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 98 NOV 20 AM 11:57  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF INCORPORATION**

**OF**

**STAR EXPRESS LIMOUSINE CORP.**

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida.

**ARTICLE I, NAME OF CORPORATION:**

The name of the corporation is: **STAR EXPRESS LIMOUSINE CORP.**

**ARTICLE II, GENERAL NATURE OF THE BUSINESS:**

The general nature of the business and the object and purpose to be transacted and carried on are:

To conduct business not prohibited by the Laws of the United States and State of Florida.

To conduct business to have one or more officers in buy, sell, import, export, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or government and while owner of such stock to exercise all the rights, powers and privileged of ownership, including the right to vote such stock.

**ARTICLE III, CAPITAL STOCK:**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

**ARTICLE IV, INITIAL CAPITAL:**

The number of shares with which this Corporation shall commence business is not less than 100 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Hundred Dollars (\$ 100.00).

**ARTICLE V, TERM:**

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

**ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:**

The initial place of business of said Corporation in this State shall be 7925 NW 12 Street Ste 324 Miami, Fl 33126. But the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

**ARTICLE VII, DIRECTORS:**

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

**ARTICLE VIII, FIRST BOARD OF DIRECTORS:**

The name and office address of the members of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

Luis Matas  
7925 NW 12 Street  
Ste 324  
Miami, Fl 33126

Ela Valdes  
7925 NW 12 Street  
Ste 324  
Miami, Fl 33126

**ARTICLE IX, SUBSCRIBERS:**

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the Subscriber to the capital stock and the number of the shares subscribed for are as follows:

Luis Matas  
7925 NW 12 Street  
Ste 324  
Miami, Fl 33126

Ela Valdes  
7925 NW 12 Street  
Ste 324  
Miami, Fl 33126

**ARTICLE X, OFFICERS:**

The names and post office addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:

Luis Matas  
President/Treasurer  
7925 NW 12 Street  
Ste 324  
Miami, Fl 33126

Ela Valdes  
Vice-President/Secretary  
7925 NW 12 Street  
Ste 324  
Miami, FL 33126

**ARTICLE XI, AMENDMENT:**

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stocks entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above name for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file this Certificate hereby declaring that the facts herein stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on this 11th day of November 1998.

Luis Matas  
Luis Matas  
President/Treasurer

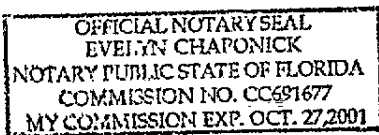
Ela Valdez  
Ela Valdez  
Vice-President/Secretary

STATE OF FLORIDA)  
                                  ) SS  
COUNTY OF DADE )

I, HEREBY CERTIFY THAT, on this day, before me, a notary public, duly authorized in the State of Florida and County of Dade to take acknowledgement, personally appeared Luis Matas, Ela Valdez to me well known to be the persons described as subscribers in and who execute the foregoing Articles of Incorporation.  
WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 11 DAY OF NOV 1998.

Evelyn Chaponick  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



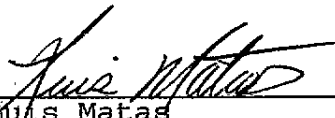
CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE  
WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.

In pursuance of Chapter 48,901, Section  
607, 164 Florida Statutes, the following  
is submitted, in the compliance with said  
act:

FIRST: STAR EXPRESS LIMOUSINE CORP.  
desiring to organized under Laws of  
the State of Florida, with the principal  
office, as indicated in the Articles of  
Incorporation, at the City of Miami,  
County of Dade, State of Florida, has named  
Luis Matas at 7925 NW 12 Street Ste 324  
Miami, Fl 33126 within this State to  
process.

ACKNOWLEDGEMENT:

Having been named to accept services of  
process for the above stated Corporation  
at place designated in this Certificate,  
I hereby accept to act in this capacity and  
agree to comply with the provisions of said  
act relative to keeping open said office.

  
Luis Matas  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
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