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DIVISION OF CORPORATION
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ACCOUNT NO. : 072100000032
REFERENCE : 012134 00945A
AUTHORIZATION : *Patricia Pyatt*
COST LIMIT : \$ 131.25

ORDER DATE : January 19, 1996
ORDER TIME : 10:02 AM
ORDER NO. : 012134

CUSTOMER NO: 00945A 200001693762

CUSTOMER: Douglas E. Thompson, Esq
Douglas E. Thompson, Esq
Suite 6
645 S. Military Trail
West Palm Beach, FL 33415

2/1-19

FOREIGN FILINGS

NAME: ELITE CHARTER SERVICE, LTD.,
INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. ELITE CHARTER SERVICE, LTD., INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. New York 3. 11-2663474
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 2, 1983 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
Corporation has not yet conducted business in Florida.

6. Awaiting Certificate of Authority from Dept. Of State
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 645 South Military Trail, Suite 6
West Palm Beach, FL. 33415
(Current mailing address)

8. Retail Automobile sales and service, any activity authorized or permitted
under the laws of the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Douglas E. Thompson

Office Address: 645 South Military Trail, Suite 6

West Palm Beach, Florida, 33415
(Zip Code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.*


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to
delivery of this application to the Department of State, by the Secretary of State or other official
having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: John Staluppi

Address: 551 South Military Trail
West Palm Beach, FL. 33415

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John Staluppi

Address: 551 South Military Trail
West Palm Beach, FL. 33415

Vice President: _____

Address: _____

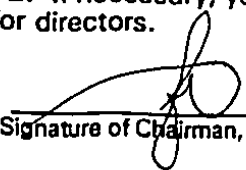
Secretary: Jeanette Staluppi

Address: 551 South Military Trail
West Palm Beach, FL. 33415

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John Staluppi, Chairman and President
(Typed or printed name and capacity of person signing application)

State of New York | ss:
Department of State

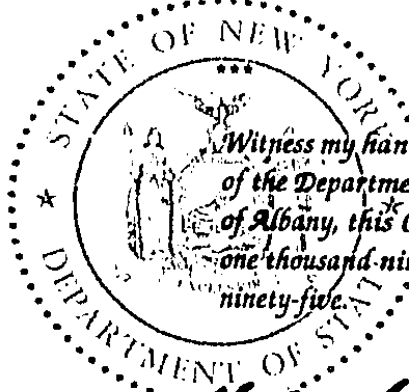
I hereby certify, that the certificate of incorporation of ELITE CHARTER SERVICE LTD. was filed on 12/02/1983, under the name of DILLINGER CHARTER SERVICE LTD., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify that I find the following:

A Statement of Addresses and Directors was filed 02/04/1993.

A Statement of Addresses and Directors was filed 12/31/1993.

A Certificate of Amendment DILLINGER CHARTER SERVICE LTD., changing name to ELITE CHARTER SERVICE LTD., was filed 10/10/1995.

I further certify, that no other certificates have been filed by such corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of December
one thousand nine hundred and
ninety-five.

Alexander F. Treadwell

Secretary of State

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