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422 Old Capitol Trail, Suite 700
Wilmington, DE 19808-6192 (USA)

Tel: 302.996.5819

Fax: 302.996.5818

Toll Free (USA & Canada, only):

Tel. 1.800.423.2993

Fax: 1.800.423.0423

E-mail: inc_info@delbusinc.com

Internet: <http://www.delbusinc.com>

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June 18, 1999

Mr. Michael Mays
Division of Corporations
409 East Gains Street
Tallahassee FL 32399

Re: Addison Limousines Inc.

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-06/21/99--01158--001
*****70.00 *****70.00

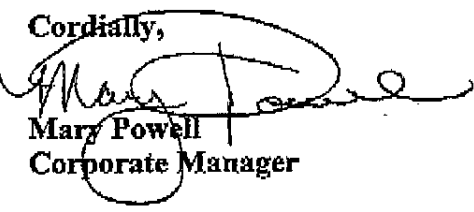
Dear Mr. Mays,

Per our telephone conversation, included with this letter please find the Application By Foreign Corporation for Authorization to Transact Business in Florida.

The Certificate of Good Standing is coming under separate cover.

Thank you very much for all your help. Please call me at 1.302.996.5819 when you assign the number or if I can be of further service.

Cordially,


Mary Powell
Corporate Manager

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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. ADDISON LIMOUSINES 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. DELAWARE
(State or country under the law of which it is incorporated)
3. X
(FEI number, if applicable)
4. JUNE 2, 1999
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON AUTHORIZATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 1355 W. PALMETTO PARK RD.
BOCA RATON, FL 33486
(Current mailing address)
8. LIMOUSINES SERVICES
(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: ROBERT H. VANDERKAY, JR.
Office Address: 1355 W. PALMETTO PARK RD.
BOCA RATON, Florida, 33486
(Zip Code)

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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.

Robert H. Vanderkay Jr.
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: ROBERT H. VANDERKAY, JR.

Address: 1355 W. PALMETTO PARK RD.
BOCA RATON, FL 33486

Vice Chairman: _____

Address: _____

Director: ROBERT H. VANDERKAY, JR.

Address: 1355 W. PALMETTO PARK RD.
BOCA RATON, FL 33486

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

X President: ROBERT H. VANDERKAY JR

Address: 3426 LAKEVIEW BLVD
DELRAY BEACH FL 33445

Vice President: _____

Address: _____

X Secretary: MM. BARBARA VANDERKAY

Address: 3426 LAKEVIEW BLVD

DELRAY BEACH, FL 33445

Treasurer: _____

Address: _____

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

X 13. Robert H. Vanderkay Jr
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

X 14. ROBERT H. VANDERKAY JR

(Typed or printed name and capacity of person signing application)

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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "ADDISON LIMOUSINES INC." IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JUNE,
A.D. 1999.

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DIVISION OF JUDICIAL
ADMINISTRATION



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

06-18-99