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December 5, 2000

Secretary of State
Corporate Division
The Capital
Tallahassee, FL 32304

Re: Star Island Limo and Transportation, L.L.C.

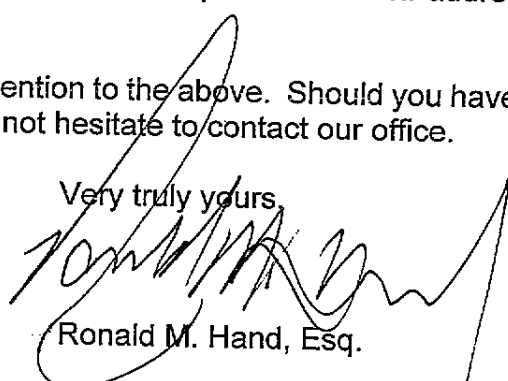
Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. We have also enclosed a check in the amount of \$133.75, to cover the cost for filing and certified copy fees.

Please process the enclosed Articles at your earliest convenience, and return the certified copy of same to our office. We have provided a self-addressed, stamped envelope for your ease in doing so.

Thank you for your prompt attention to the above. Should you have any questions concerning the enclosed, please do not hesitate to contact our office.

Very truly yours,



Ronald M. Hand, Esq.

(cc)

L-15534

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF ORGANIZATION
OF
STAR ISLAND LIMO AND TRANSPORTATION, L. L. C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F. S. Chapter 608, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the Limited Liability Company is: **STAR ISLAND LIMO AND TRANSPORTATION, L. L. C.**

**ARTICLE II
DURATION**

The duration of the Company is perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of the Articles of Organization providing for continued existence of the company subsequent to the foregoing events.

**ARTICLE III
ADDRESS**

The street address and mailing address for the Company is: 2800 N. Poinciana Boulevard, Kissimmee, Florida 34746.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Company is: 2800 N. Poinciana Boulevard, Kissimmee, Florida 34746 and the name of its initial Registered Agent at that address is: Sonny Buoncervello.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VI
RIGHT TO CONTINUE BUSINESS

The remaining members may continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII
MANAGEMENT OF COMPANY

The Company is to be managed by Managers. The name and addresses of the Manager(s) who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

SONNY BUONCERVELLO
P. O. BOX 470127
Celebration, Florida 34747-0127

ARTICLE VIII
AMENDMENT

Any amendment to this Articles of Organization shall be on such form(s) as prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall also be signed by the Member to be added.

ARTICLE IX
INDEMNIFICATION

The Company shall indemnify each Manager or Member, including former Manager(s) or Member(s), to the full extent permitted by law.

ARTICLE X
REGULATIONS OF COMPANY

The power to adopt, alter, amend and repeal the Regulations of the limited liability company shall be vested in the Members, unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE XI
INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Manager(s) of the Company as part of its records.

ARTICLE XII
CONTRACTING DEBT

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company unless otherwise provided herein.

ARTICLE XIII
TRANSFERABILITY

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

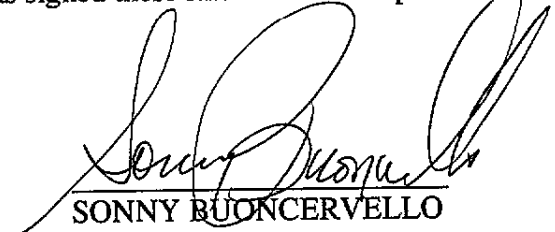
ARTICLE XIV
WITHDRAWAL OR REDUCTION OF MEMBERS' CONTRIBUTIONS TO CAPITAL

A Member shall not receive out of the Company any part of his, hers or its contribution to capital until:

- (A) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,
- (B) the consent of all Members is had, unless the return of the contributions to capital repayment be rightfully demanded,
- (C) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his, her or its contribution in the manner provided for in the Regulations of the company.

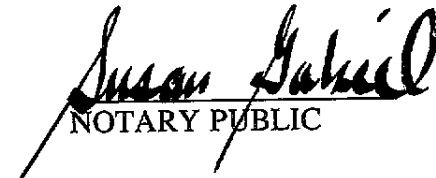
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5th day of December, 2000.


SONNY BUONCERVELLO
Member

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

BEFORE ME, personally appeared SONNY BUONCERVELLO well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed. An oath was not taken and a Florida Driver's License was used as identification.

WITNESS my hand and official seal this 5th day of December, 2000.


NOTARY PUBLIC

My Commission Expires:



Susan Gabriel
My Commission CC845892
Expires July 1, 2003

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement is designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: **STAR ISLAND LIMO AND TRANSPORTATION, L. L. C.**

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

SONNY BUONCERVELLO
2800 N. Poinciana Boulevard
Kissimmee, Florida 34746

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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 any duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this 5th day of December, 2000.


SONNY BUONCERVELLO
Registered Agent

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00 DEC 11 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA