

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard
Miami, Florida 33131-4332
Telephone: 305-358-1666
Facsimile: 305-371-8759

P000000 55413

May 26, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Rochelle's Runabout, Inc. Also enclosed is a check in the amount of \$78.75 representing the filings fees. Please send a certified copy of the Articles of Incorporation to the undersigned in the enclosed self addressed stamped envelope.

If you have any questions, please contact the undersigned at 305-379-7227.

Sincerely,



Mercedes L. Valido Secretary to Robert I. Goldfarb

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 30 AM 3:19

FILED

Enclosures

One Battery Park Plaza
W6-MI003678-17 York, NY
10004-1482
212-837-6000

47, Avenue Georges Mandel
75116 Paris, France
(33) (1) 44.05.80.00

1775 I Street, N.W.
Washington, D.C.
20006-2401
202-721-4600

350 South Grand Avenue
Los Angeles, CA
90071-3442
213-613-2800

RECEIVED JUN 8 2000

**ARTICLES OF INCORPORATION
OF
ROCHELLE'S RUNABOUT, INC.**

FILED
00 MAY 30 AM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation is Rochelle's Runabout, Inc. The mailing address of this corporation's initial principal office is 1473 S.W. 158th Avenue, Pembroke Pines, Florida 33027.

**ARTICLE II
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III
CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of common stock, each at \$0.01 par value.

**ARTICLE IV
INITIAL REGISTERED OFFICE & AGENT**

The name and street address of the initial registered agent and registered office of this corporation shall be Terrence W. McCabe, 1473 S.W. 158th Avenue, Pembroke Pines, Florida 33027.

ARTICLE V
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of this corporation and her address is Rochelle McCabe, 1473 S.W. 158th Avenue, Pembroke Pines, Florida 33027.

ARTICLE VI
OFFICERS

The name and position of the initial officers of this corporation are as set forth below and such person shall hold such offices until his/her successor is elected by the Board of Directors:

| Name | Position |
|--------------------|-----------|
| Rochelle A. McCabe | President |

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of this corporation is Terrence W. McCabe, 1473 S.W. 158th Avenue, Pembroke Pines, Florida 33027.

ARTICLE VIII
INDEMNIFICATION

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

ARTICLE IX

BYLAWS

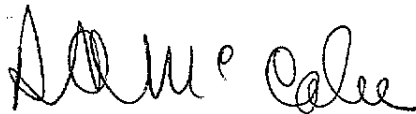
The Board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered, repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X

CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law, and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has executed these Articles of Incorporation this 25th day of April, 2000.



Print Name: R.A. MCCABE

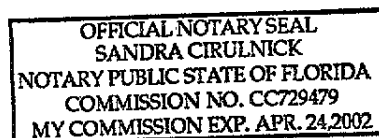
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Rochelle A. McCabe who is personally known to me or who has produced satisfactory evidence of identification and known by me to be the person who executed the foregoing Articles of Incorporation of Rochelle's Runabout, Inc.

SWORN TO AND SUBSCRIBED before me this 25th day of April, 2000.



Notary Public, State of Florida



ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of Rochelle's Runabout, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

This acceptance is dated the 25 day of April, 2000.



TERRENCE W. McCall Registered Agent

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00 MAY 30 AM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA