

P000000096742

HAROLD E. WOLFE, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE
2300 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409-3306

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hewjr@ix.netcom.com

HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

October 12, 2000

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Attention: Diane Cushing,
Registration Section

Re: Florida Keys Taxi Dispatch 2000, Inc.; Articles of
Merger

Dear:

400003427114--4
-10/17/00--01030--002
*****941.25 *****78.75

Enclosed for immediate filing with the Florida Secretary of State are the following:

1. Articles of Merger;
2. Articles of Incorporation for Florida Keys Taxi Dispatch 2000, Inc. (Parent Corporation);
3. Articles of Incorporation for G-2 Enterprises of Monroe County, Inc. (subsidiary corporation);
4. Articles of Incorporation for Florida Keys Transportation of Monroe County, Inc. (subsidiary corporation);
5. Articles of Organization for Florida Keys Taxi Dispatch Partners, L.L.C. (conversion of general partnership into limited liability company); and
6. Consent to Use of Corporate Names.

All of the above referenced documents are being sent to you in duplicate original forms so that

G. TAX _____
FILING _____
AGENT FEE _____
N. BANK _____
BALANCE DUE _____
REFUND _____

ajl
10/13

4 pages

HAROLD E. WOLFE, JR., P.A.

Secretary of State
October 12, 2000
Page 2

the clients may have a stamped original from the Florida Secretary of State.

This is a quite complicated plan of merger and reorganization. To summarize for the Secretary of State, basically two existing corporations, Florida Keys Transportation, Inc. and G-2 Enterprises, Inc., both Florida corporations, are forming a parent corporation (Florida Keys Taxi Dispatch 2000, Inc.) and transferring their assets to this new parent corporation in a transaction qualifying under I.R.C. §351 as part of the merger transaction. Immediately after this transaction, a corporation owning approximately seventy-eight (78%) percent of G-2 Enterprises, Inc. (and technically qualifying as its parent) is merged into G-2 Enterprises, Inc. in a so-called "upstream merger".

After the transactions described in the preceding paragraph, other than the ultimate parent corporation there will be momentarily two remaining corporations, G-2 Enterprises, Inc. and Florida Keys Transportation, Inc., who are both general partners in a Florida general partnership known as Florida Keys Taxi Dispatch Partners. That general partnership is converting itself into a limited liability company under the procedures outlined in Fla. Stat. §608.439. Reference is also made to this conversion of the general partnership into a limited liability company in the Articles of Merger as part of the Plan of Merger and Reorganization.

After the steps completed in the first two paragraphs have occurred, G-2 Enterprises, Inc. and Florida Keys Transportation, Inc. will merge into the parent corporation, the newly formed Florida Keys Transportation 2000, Inc. Immediately after this transaction, Florida Keys Transportation 2000, Inc. will create two new subsidiary corporations, Florida Keys Transportation of Monroe County, Inc. and G-2 Enterprises of Monroe County, Inc. and transfer to them a fifty (50%) percent member interest in the converted limited liability company so that the two new subsidiary corporations will be fifty (50%) percent members in the limited liability company. After completion of all transactions, the remaining entities will be Florida Keys Taxi Dispatch 2000, Inc. (the parent corporation), its two subsidiaries, Florida Keys Transportation of Monroe County, Inc. and G-2 Enterprises of Monroe County, Inc., and the limited liability company (a partnership for federal tax purposes whose two members are the two subsidiary corporations). All other entities mentioned above will be merged. We have also provided the corporate consent of the two current existing corporations, G-2 Enterprises, Inc. and Florida Keys Transportation, Inc. to the use of the names by the two new subsidiary corporations. Since the same individuals are involved in all such entities, the consent should be no problem.

We thought it best to outline briefly this structure for you. The synopsis contained in the above paragraphs is strictly a *very* brief synopsis, however, the above referenced synopsis will provide the Secretary of State with an explanation of how the transactions described above and the mergers take place. Since there are in essence seven (7) entities (including the limited liability company) involved in the merger and reorganization, we were told that the fee for filing Articles of

HAROLD E. WOLFE, JR., P.A.

Secretary of State

October 12, 2000

Page 3

Merger would be \$495.00 (plus certified copy fee of \$30.). There are three (3) new corporations being formed and the normal fee for filing a corporation is \$78.75 each, consisting of the following fees:

| | |
|---------------------------------|--------------|
| Filing Fee | \$35.00 |
| Certified Copy Fee | 8.75 |
| Registered Agent Designation | <u>35.00</u> |
| Total | \$78.75 |

The fee for filing the Articles of Organization on the limited liability company is \$180.00

| | |
|---------------------------------|--------------|
| Filing Fee | \$100.00 |
| Certified Copy Fee | 30.00 |
| Additional Fee | 25.00 |
| Registered Agent Designation | <u>25.00</u> |
| Total | \$180.00 |

Accordingly, we have enclosed a gross check for all fees referenced above in the amount of \$941.25.

We coordinated the calculation of fees with your office by telephone. Since the Articles of every new entity referenced above and the Articles of Merger provide they are to be effective on October 15, 2000, *we would appreciate each entity being date stamped effective as of the close of business on October 13, 2000. It is very important that this date stamp be contained on the documents.*

If we have miscalculated any of the fees, please do not hesitate to call us collect and we will remit an additional check by Federal Express for any additional fees. *Please do not send any of the documents back to us since we will immediately remit a check as aforesaid if there is a shortage.*

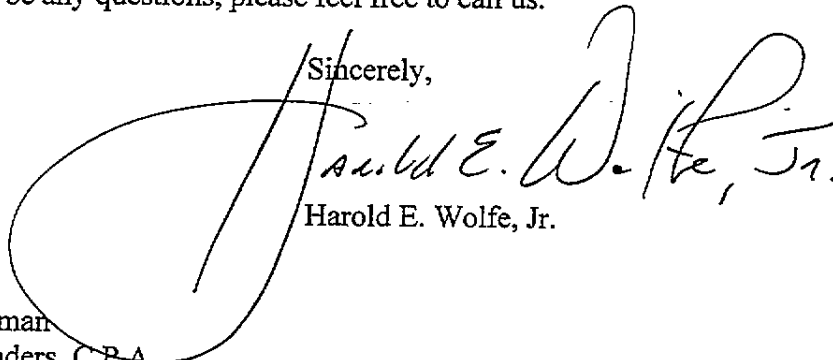
Once all documents have been filed, please send the certified copies of each of these documents to our office. We will thereafter forward them to the client.

HAROLD E. WOLFE, JR., P.A.

Secretary of State
October 12, 2000
Page 4

Should there be any questions, please feel free to call us.

Sincerely,



Harold E. Wolfe, Jr.

Harold E. Wolfe, Jr.

HEW:eb
Encls.

cc: Mr. Jan Doelman
Scott A. Saunders, C.P.A.
William Friedlander, Esq.
Michael Halpern, Esq.

L-12067

CONSENT TO USE OF CORPORATE NAME

I, JAN DOELMAN, President of Florida Keys Transportation, Inc. and G-2 Enterprises, Inc. hereby provides corporate consent to the use of the names "FLORIDA KEYS TRANSPORTATION OF MONROE COUNTY, INC." and "G-2 ENTERPRISES OF MONROE COUNTY, INC." by FLORIDA KEYS TAXI DISPATCH 2000, INC. All parties reviewing this instrument are hereby authorized to rely on the consent to use the corporate names as aforesaid by FLORIDA KEYS TAXI DISPATCH 2000, INC. in forming such new corporations.

Dated this 11 day of October, 2000.

FLORIDA KEYS TAXI DISPATCH PARTNERS, a Florida general Partnership

BY ITS PARTNERS

WITNESS:

FLORIDA KEYS TRANSPORTATION, INC.

Bonnie Gray
Harold E. Wolfe Jr.

BY: 

JAN DOELMAN
Its President

G-2 ENTERPRISES, INC.

BY: 

JAN DOELMAN
Its President

Bonnie Gray
Harold E. Wolfe Jr.

FILED

00 OCT 13 PM 3:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA KEYS TRANSPORTATION OF MONROE COUNTY, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation for profit under the provisions of the Florida General Corporation Act and other laws of the State of Florida and adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The corporation's name shall be FLORIDA KEYS TRANSPORTATION OF MONROE COUNTY, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted and purposes for which the corporation is organized shall be:

A. To engage in various facets of the taxi and transportation business; to engage in certain functions provided in the taxi and transportation business; to own real and personal property associated with the taxi and transportation business; to engage in communication functions; to provide transportation services for hire; and to do all things are which are incident to and necessary for the foregoing.

B. To do anything necessary and proper for the accomplishment or furtherance of any of the corporation's purposes or objects enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any

lawful pursuit necessary or incidental to the accomplishment or furtherance of such corporation's purposes or objects.

C. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Ten Million (10,000,000) shares of common stock having a par value of one (\$1.00) dollar per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than One Thousand (\$1,000) dollars.

ARTICLE V - TERM OF EXISTENCE

The corporate existence commence as of the date and time these Articles of Incorporation shall have been duly filed with the Secretary of State in accordance with the Florida Corporation Act. The corporation shall thereafter exist perpetually unless dissolved according to law.

The corporation shall thereafter exist perpetually unless dissolved according to law.

ARTICLE VI - ADDRESS OF CORPORATION AND REGISTERED AGENT

The initial street and mailing address of the corporation's principal office shall be 5700 Fourth Avenue, Stock Island, Key West, Florida 33040. The street and mailing address of the corporation's initial registered office in the State of Florida will be 2027 Flagler Avenue, Key West, Florida 33040.

ARTICLE VII - REGISTERED AGENT

The name of the corporation's initial registered agent is SCOTT A. SAUNDERS, C.P.A..

ARTICLE VIII - BOARD OF DIRECTORS

A. The corporation's initial Board of Directors shall consist of three (3) members.

B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

C. The names and mailing addresses of the initial members of the Board of Directors who shall serve until the first annual meeting of stockholders and their successors shall have been elected and qualified is:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|-------------------|--|
| JAN DOELMAN | 5700 Fourth Avenue Stock Island, Key West, FL 33040 |
| SCOTT A. SAUNDERS | 2027 Flagler Avenue Key West, FL 33040 |
| JOHN AUSTIN | 5700 Fourth Avenue Stock Island, Key West, FL 33040 |

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any stockholders' annual or special meeting for any cause deemed sufficient by such stockholders.

ARTICLE IX - INCORPORATOR TO ARTICLES

The following is the name and mailing address of the sole incorporator to these Articles of Incorporation:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|---------------------------------------|--|
| FLORIDA KEYS TAXI DISPATCH 2000, INC. | 5700 Fourth Avenue Stock Island, Key West, FL 33040 |

ARTICLE X - BY LAWS

The corporation's stockholders shall have the sole power to adopt, amend or repeal By-Laws for the corporation's management, and the duties of the corporate officers shall be as prescribed by such By-Laws.

ARTICLE XI - QUALIFIED SUBCHAPTER "S" SUBSIDIARY

The incorporator hereby intends that this corporation shall be a "Qualified Subchapter S Subsidiary" (as defined Section 1361(b)(3)(B) of the Internal Revenue Code of 1986, as amended), of which the incorporator will be the sole stockholder. The incorporator directs that a proper election as a "Qualified Subchapter S Subsidiary" to treat this corporation as such shall be made under Section 1361(b)(3)(B)(ii) of the Internal Revenue Code of 1986, as amended. This corporation shall be operated consistently with the rules applicable for "Qualified Subchapter S Subsidiaries" contained in Section 1361(b)(3) of the Internal Revenue Code of 1986, as amended, and any treasury regulations promulgated thereunder.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all of the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by (i) any such stockholder who should desire to sell, transfer or otherwise dispose of his or her shares, or (ii) any stockholder who dies; provided, however, the corporation's capital shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) a Section 401(k) plan, (7) a medical reimbursement or other medical insurance plan, (8) a disability plan, or (9) any other retirement or incentive compensation plan.

D. Whenever the corporation is engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of depletion or similar reserves at the discretion of the Board of Directors, all in conformity with the provisions of the Florida General Corporation Act.

E. This corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a

Director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIII - RATIFICATION OF PROMOTER'S ACTIONS

AND ADOPTION OF CONTRACTS

This corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. This corporation further ratifies all acts of the hereinbefore mentioned incorporator performed prior to the effective date of these Articles of Incorporation and done on the corporation's behalf. The corporation further authorizes its Directors to assume all expenses made on the corporation's behalf prior to its existence for any and all expenses incurred in the corporation's organization and formation.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by holders of sixty percent (60%) of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th
day of OCTOBER, 2000.

FLORIDA KEYS TAXI DISPATCH 2000, INC.

BY: 

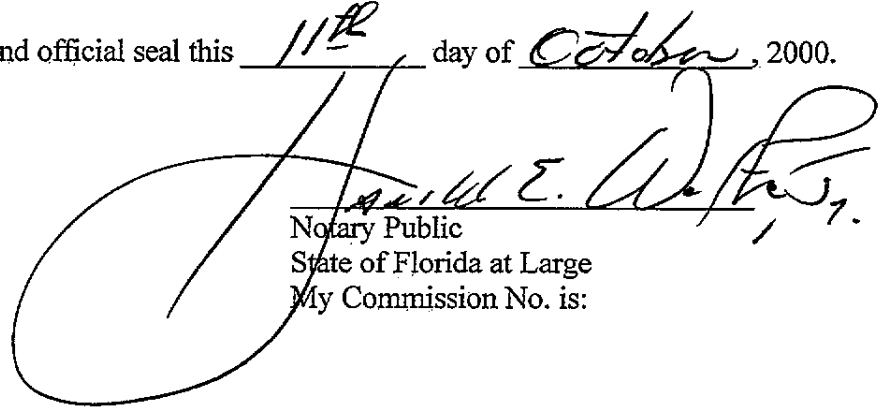
JAN DOELMAN
Its President

STATE OF FLORIDA)
) SS.
COUNTY OF MONROE)

BEFORE ME personally appeared JAN DOELMAN, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of October, 2000.

HAROLD E. WOLFE, JR.
Notary Public, State of Florida
My comm. exp. Dec. 4, 2002
Comm. No. CC791797



Notary Public
State of Florida at Large
My Commission No. is:

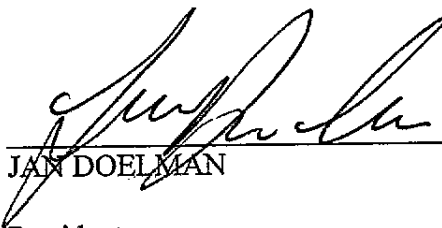
My Commission Expires:

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That FLORIDA KEYS TRANSPORTATION OF MONROE COUNTY, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Key West, State of Florida, has named SCOTT A. SAUNDERS, C.P.A., located at 2027 Flagler Avenue, City of Key West, State of Florida, as its agent to accept service of process.

Signature:


JAN DOELMAN

Title:

President

Date:

10-11-2000

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


SCOTT A. SAUNDERS, C.P.A.

Date: 10/14/00

FILED
00 OCT 13 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA KEYS TRANSPORTATION OF MONROE COUNTY, INC. ARTICLES