

P000000113000

**Florida Department of State**

Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H00000064275 1)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 922-4001

**From:**

Account Name : PROSKAUER ROSE GOETZ & MENDELSON  
Account Number : 074673001063  
Phone : (561) 995-4751  
Fax Number : (561) 241-7145

**FLORIDA PROFIT CORPORATION OR P.A.**

**LIMO OPERATING CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 11 AM 10:59

B. McKnight DEC 11 2000

H00000064275

**ARTICLES OF INCORPORATION  
OF  
LIMO OPERATING CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 11 AM 10:59

**Article I  
Name**

The name of the corporation is Limo Operating Corp.

**Article II  
Duration**

The corporation shall have perpetual existence.

**Article III  
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV  
Address**

The principal place of business of the corporation shall be: 601 N.W. 12th Avenue, Deerfield Beach, FL 33441.

**Article V  
Capital Stock**

The total number of shares of stock which the Corporation shall have authority to issue is 40,000,000 shares, of which 20,000,000 shares shall be Common Stock having a par value of \$.001 per share, and 20,000,000 shares shall be Preferred Stock having a par value of \$.001 per share (the "Preferred Stock").

Terms of Preferred Stock. The Board of Directors shall have authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution or resolutions providing for the issuance of shares of Preferred Stock in series, the following:

H00000064275

H00000064275

(i) The number of shares which will constitute such series and the designation of such series;

(ii) The voting powers, full or limited, of such series or that such series shall have no voting power;

(iii) The rate of dividends payable on such series, the time or times when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether the dividends will be cumulative or non-cumulative;

(iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate or rates or the price or prices at which a redemption shall take place with such adjustment as shall be provided and any other terms or conditions of any redemption;

(v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such fund;

(vi) The rights of the holders of shares upon the liquidation, dissolution or any distribution of the assets of the Corporation;

(vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, the price or prices or rate or rates of exchange with such adjustments as shall be provided at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holder of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange; and

(viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares.

Adjustment of Authorized Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation that is entitled to vote without a class vote of the Preferred Stock, or any class or series thereof, except as may

**H00000064275**

be otherwise provided in the resolution or resolutions fixing the voting rights of such class or series.

**Article VI**  
**Initial Board of Directors**

The corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Anthony P. Caliendo  
601 N.W. 12th Avenue  
Deerfield Beach, FL 33441

Bruce Richards  
601 N.W. 12th Avenue  
Deerfield Beach, FL 33441

David Keeler  
601 N.W. 12th Avenue  
Deerfield Beach, FL 33441

Philip Comiso  
601 N.W. 12th Avenue  
Deerfield Beach, FL 33441

**Article VII**  
**Initial Registered Office And Agent**

The street address of the initial registered office of the corporation is 1200 S. Pine Island Road, Plantation, FL 33324, and the name of the initial registered agent of the corporation at that address is CT Corporation System.

**Article VIII**  
**Incorporator**

The name and address of the person signing these Articles of Incorporation is: Andrew D. Levy, 2255 Glades Road, Suite 340 West, Boca Raton, FL 33431.

**H00000064275**

H00000064275

### **Article IX** **Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

### **Article X** **Indemnification**

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

### **Article XI** **Bylaws**

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

### **Article XII** **Beginning of Corporate Existence**

The corporate existence of the corporation shall begin upon the filing of these Articles.

DEC 08 2000 16:53 FR PROSKAUER ROSE

561 241 5280 TO 5063#76304001#18 P.06/07

**H00000064275**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Limo Operating Corp. this 8th day of December, 2000.

  
\_\_\_\_\_  
Andrew D. Levy  
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATE CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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 MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CT Corporation System

By: *Vicky Goldstein*

Registered Agent

VICKY GOLDSTEIN

SPECIAL ASSISTANT SECRETARY

Dated: 12/8/00FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 11 AM 10:59