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PO1000035081

Via Federal Express

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, Florida 32314-6327

300003952903--G
04/03/01--01091--012
****157.50 *****78.75

Re: Articles of Incorporation for Baggage Express, Inc. and Baggage Xpress, Inc.

Dear Sir or Madam:

I am enclosing our firm check in the amount of \$157.50 in connection with the above corporations for the following:

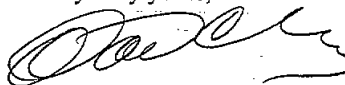
Filing Fees (2)	\$ 70.00
Certified Copy (2)	17.50
Registered Agent Fees (2)	<u>70.00</u>

TOTAL \$157.50

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent for both corporations. Please return the copies to this office once they have been certified.

Your assistance in this matter is appreciated.

Very truly yours,



DAVID C. WILLIS

DCW:lep
Enclosures

cc: Craig C. Mateer
Steve Risner

H:\Willis D:\City Nights Valet, Inc\Contracts\Baggage Xpress\Division of Corporations Ltr1.doc

FILED
01 APR -3 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
4-6-01
wc

ARTICLES OF INCORPORATION

OF
BAGGAGE XPRESS, INC.

FILED
01 APR -3 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is Baggage Xpress, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 621 E. Washington Street, Suite 8, Orlando, Florida 32801. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Kurt E. Thalwitzer.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the Director is:

Name

Craig C. Mateer

Address

621 E. Washington Street
Suite 8
Orlando, FL 32801

ARTICLE VI

The name and address of the incorporator is David C. Willis, 225 E. Robinson Street, Suite 600, Orlando, FL 32801.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE IX

The effective date of these Articles of Incorporation shall be April 2, 2002.

DATED: April 2, 2001.

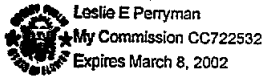


DAVID C. WILLIS

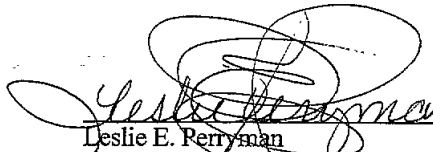
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on April 2nd, 2001, by
DAVID C. WILLIS, as Subscriber of Baggage Xpress, Inc., a Florida corporation, on behalf of the
corporation, who is personally known to me.



(AFFIX NOTARY SEAL)


Leslie E. Perryman
Notary Public - State of Florida
My Commission Expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Baggage Xpress, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 621 E. Washington Street, Suite 8, Orlando, Orange County, State of Florida, has named Kurt E. Thalwitzer as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


KURT E. THALWITZER
(Registered Agent)

FILED
01 APR -3 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FL 32310