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EFFECTIVE DATE
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PRIORITY LIMOUSINE & TRANSPORTATION SERVICES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 12, 2001

FAS-T

SUBJECT: PRIORITY LIMOUSINE & TRANSPORTATION SERVICES, INC.
REF: W01000028420

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EFFECTIVE DATE
12/14/01

**Articles of Incorporation
of
Priority Limousine & Transportation Services, Inc.**

Articles I - Name

The name of the Corporation is **Priority Limousine & Transportation Services, Inc.**

Articles II - Duration

This Corporation shall have the perpetual existence, commencing on the date of execution of these articles.

Articles III - Purpose

This corporation is organized for the purpose of engaging the business of all aspects of business, Consultation, and product sales and any other sales and services or product sales related to any profession, and any other business permitted by law.

Articles IV - Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax revision of 1958.

Articles V - Preemptive Rights

Every Shareholder, upon the sale of any new stock of this Corporation of the same class or series as that which he already holds, shall have the right to his pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price which said new shares are offered to others.

Articles VI - Rights of Shareholders

Except as otherwise provided by law, the entire voting power of the selection of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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Articles VII - Initial Registered Offices and Agents

The Street address of the initial registered (principal)/Office of this Corporation is:

13045 Emerald Drive
N. Miami, FL 33160.

The initial registered agent of the Corporation at that address is: Scott H. Cohen

Articles VIII - Initial Board of Directors

The Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the Stockholders or by such bylaws as the stockholders may from time to time adopt, but shall never be less than one.

Articles IX - Incorporator

The name and address of the person signing these Articles of Incorporation is: Scott H. Cohen, 13045 Emerald Drive, N. Miami, FL 33160.

Articles X - Bylaws

The Corporation may adopt Bylaws. The sole power to adopt, amend or repeal bylaws shall be vested in the Shareholders.

Articles XI - Shareholder Management

All Corporated power shall be exercised by or under the authority of the Shareholder, and the business and affairs of the Corporations may be managed by the shareholders.

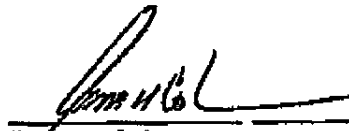
Articles XII - Powers

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act, Florida Statutes, Chapter 607, et. Seq.

Articles XIII - Amendment

This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto and any rights conferred upon Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 11th. of December, 2001, at North Miami Beach, in the County of Dade and State of Florida.



Scott H. Cohen

**ACCEPTANCE OF DESIGNATION BY
REGISTERED AGENT**

The undersigned hereby accepts designation as the initial registered agent of Priority Limousine & Transportation Services, Inc.

I understand that I shall remain as a Registered Agent until I have either resigned or a successor or one has been appointed by the Corporation and that no such resignation or succession is effective until both the Corporation and the Secretary of State of Florida have been notified in the manner required to be available as the Registered Office of the Corporation during normal business hours for receipt of Process and for such other purposes as required by Florida Statutes.

Signed this 11th. Day of December 2001



Scott H. Cohen

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