

OFFICE USE ONLY

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

Article I- Name

The name of the corporation shall be:

ELITE PARKING INC.

Article II-Principal Office

The principal place of business and mailing of this corporation shall be:

1250 LINCOLN ROAD
SUITE 501
MIAMI BEACH, FLA.

Article III-Shares

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

100

Article IV-Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

FRANZ DE LUCA
1250 LINCOLN ROAD
SUITE 501
MIAMI BEACH, FLA.

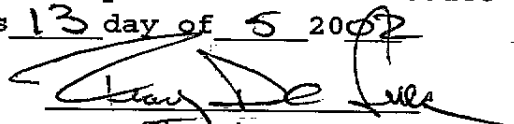
FILED
02 MAY 15 PM 1:28
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Article V-Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

FRANZ DE LUCA
1250 LINCOLN ROAD
SUITE 501
MIAMI BEACH, FLA.

The undersigned incorporator has execute these Articles of Incorporation this 13 day of 5 2002


Signature

Article VI-Director(s)

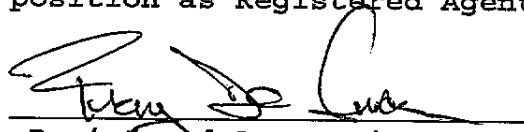
The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

FRANZ DE LUCA - PRESIDENT
1250 LINCOLN ROAD
SUITE 501
MIAMI BEACH, FLA.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Registered Agent Signature