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Also Admitted in New York\*  
Also Admitted in Ohio\*\*

September 6, 2002  
P020000097922

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/09/02--01049--004  
\*\*\*\*105.00 \*\*\*\*\*70.00

RE: Articles of Dissolution of ASH W, INC.  
Articles of Incorporation of Divine Limousine & Transportation, Inc.

Dear Secretary of State:

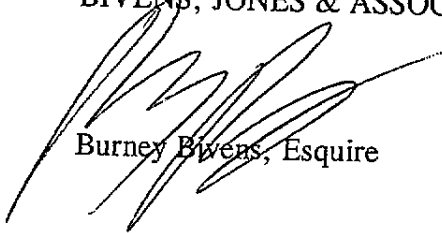
Please find enclosed the original and one copy of the Articles of Dissolution of ASH W, INC. and the original and one copy of the Articles of Incorporation of Divine Limousine & Transportation, Inc, together with my check in the amount of \$105.00 to cover the filing fee costs (\$70.00 for the Articles of Incorporation and \$35.00 for the Articles of Dissolution).

Please return a filed stamped copy to my Orange Park address.

Thank you for your assistance in this matter.

Yours truly,

BIVENS, JONES & ASSOCIATES

  
Burney Bivens, Esquire

BB/mae  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 SEP - 9 AM 10:47

RECEIVED SEP 11 2002

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ARTICLES OF INCORPORATION  
OF  
DIVINE LIMOUSINE & TRANSPORTATION, INC.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 SEP - 9 AM 10:47

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Divine Limousine & Transportation, Inc.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of providing transportation services and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock for the par value of \$0.01 per share. The sum of \$75.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes, and the corporation is not authorized to issue

shares in series.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is located in Duval County, Florida, and the address is 9951 Atlantic Boulevard, Suite 168, Jacksonville, Florida 32225. The name of the initial registered agent is Faith B. Smith and the initial registered office is 9951 Atlantic Boulevard, Suite 168, Jacksonville, Florida 32225.

#### ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of five (5) members who need not be a resident of the State of Florida or a shareholder of the corporation.

#### ARTICLE VII INITIAL DIRECTORS

The names and address of the person who shall serve as Director until the first annual meeting of the shareholders, or until his successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Faith B. Smith	9951 Atlantic Boulevard, Suite 168 Jacksonville, FL 32225
Roosevelt Harris, Jr.	9951 Atlantic Boulevard, Suite 168 Jacksonville, FL 32225
Lisa Anderson Harris	9951 Atlantic Boulevard, Suite 168 Jacksonville, FL 32225
Cathy Wade	9951 Atlantic Boulevard, Suite 168 Jacksonville, FL, 32225
Priscilla Anderson	9951 Atlantic Boulevard, Suite 168 Jacksonville, FL 32225

## ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

NAME

ADDRESS

Faith B. Smith

9951 Atlantic Boulevard, Suite 168  
Jacksonville, FL 32225

## ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

## ARTICLE X - CUMULATIVE VOTING

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

## ARTICLE XI - SECTION 1244

This corporation and the shareholders hereof shall be subject to Section 1244 of the

United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of  
Incorporation at Orange Park, Clay County, Florida, on this 7<sup>th</sup> day of

May, 2002.

Faith B. Smith  
FAITH B. SMITH

FLA 11  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 SEP 9 AM 10:47

STATE OF FLORIDA )  
                                  :SS  
COUNTY OF CLAY )

BEFORE ME, the undersigned authority, personally appeared FAITH B. SMITH, who  
is well known to be the person described in and who subscribed the above Articles of  
Incorporation, and she did freely and voluntarily acknowledge before me according to the law  
that she made and subscribed the same for the uses and purposes therein mentioned and set  
forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange  
Park, Clay County, Florida, on this 7<sup>th</sup> day of May, 2002.

[Signature]  
Notary Public - State of Florida  
My Commission Expires:



Burney Bivens  
MY COMMISSION # CC833735 EXPIRES  
July 4, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts his designation as registered agent for Divine Limousine &  
Transportation, Inc.

Faith B. Smith  
FAITH B. SMITH