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***TEDDY'S LIMOUSINE AND TRANSPORTATION
SERVICES, INC.***

*12371 Benton Harbor Drive, South
Jacksonville, Florida 32224-5
904) 669-7602*

**Theodore Deamus, President
Edith Marie Deamus, Sec.**

May 15, 2003

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

Re: Incorporation of Teddy's Limousine & Transportation Services, Inc.

Dear Sir/Mam:

I am submitting this letter requesting your assistance in getting the necessary incorporation papers for the Teddy's Limousine and Transportation Services, Inc.

Please find attached for your review and consideration a check in the amount of \$70.00 along with the Articles of Incorporation, the adopted Bylaws and other incorporation papers as requested.

If you should have any questions or need additional information, please feel free to contact Mr. Ross C Jenkins at (904) 301-1350 or myself at (904) 669-7602. Thanking you in advance for your prompt attention to this administrative matter.

Sincerely,



Theodore Deamus, President

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TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Teddy's Limousine & Transportation Services, Inc..

A Profit Organization

1. **Name.**

The name of the Corporation is **Teddy's Limousine & Transportation Services, Inc..**

2. **Principal Office and Registered Agent.**

Its registered Agent is Edith Marie Deamus who presently resides at 12371 Benton Harbor Drive South located at in the State of **Florida in the City of Jacksonville**, Florida, 32225, County of **Duval**..

3. **Purposes.**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized in compliance with Chapter 607 under the the General Corporation Laws for the State of **Florida** .

4. **Capital Stock.**

100 shares of capital stock will be issued by the Corporation.

5. **Incorporator.**

The name and mailing address of the incorporator is:

Theodore Deamus, 12371 Benton Harbor South, Jacksonville, Florida 32225

Edith Marie Deamus, 12371 Benton Harbor South, Jacksonville, Florida 32225

6. **Existence.**

Teddy's Limousine & Transportation Services, Inc. is to have A perpetual life existence.

7. **Liability of Stockholders**

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. **Management**

Subject to the provisions of the laws of the State of **Florida**, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

(b) The business of the **Teddy's Limousine and Transportation Services, Inc.** shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors for **Teddy's Limousine and Transportation Services, Inc.** shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors **Teddy's Limousine and Transportation Services, Inc.** shall have the power, in its discretion, to fix, determine and vary, from time to time, the

amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.


(f) The Board of Directors **Teddy's Limousine and Transportation Services, Inc.** shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors **Teddy's Limousine and Transportation Services, Inc.** may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The **Teddy's Limousine and Transportation Services, Inc.** reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this **Articles** of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 15th Day of May 2003..


Theodore Deamus, President *HSN AD*

State of _Florida

) ss


County of _Duval

BE IT REMEMBERED that on this day that Theodore Deamus personally came before me, a Notary Public for the State of Florida, personally appeared before me and that the same person who executed the foregoing **Articles** of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Mary Ann Rosado
MY COMMISSION # CC985108 EXPIRES
March 19, 2005
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

My commission expires: 3/19/2005

To: Secretary of State, Dept. of Incorporation

**RE: DESIGNATION OF EDITH MARIE DEAMUS AS THE REGISTERED
AGENT FOR TEDDY'S LIMOUSINE AND TRANSPORTATION SERVICES,
INC.**

Please be advised that I, Edith Marie Deamus was appointed as the Registered Agent for the Teddy's Limousine and Transportation Services, Inc. at its May 20, 2003. board meeting.

All questions can be directed to R. C. Jenkins at (904) 434-004. All communication directed to me should be sent to 12371 Benton Harbor Drive, South, Jacksonville, Florida 32225

Thanking you in advance for your positive response to this request. If further information is needed, please advise.

Having been named as the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Sincerely,

Edith Marie Deamus

Edith Marie Deamus
Registered Agent

Cc: Theodore Deamus, President
Board of Directors
Corporate File

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TALLAHASSEE, FLORIDA

ACTION BY INCORPORATOR

The undersigned, **Theodore Deamus and Edith Marieie Deamus**, being the the incorporators of **Teddy's Limousine & Transportation Services, Inc.** (the "Corporation"), in accordance with governing law, do hereby take the following action:

The undersigned hereby elect the following persons to be directors of the **Teddy's Limousine & Transportation Services, Inc.**, to serve until the first annual meeting of stockholders or until their successors are elected and qualified: Chairman, **Theodore Deamus**, and **Edith Marie Deamus**, Corporate Secretary.

The undersigned hereby waive all right, title and interest in and to any stock or property of the Corporation and any right in the management thereof arising out of or connected with performing duties as incorporators.

Date: May 15, 2003



Theodore Deamus, Incorporator

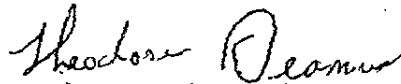


Edith Marie Deamus, Incorporator

CERTIFICATE

I, Theodore Deamus, do hereby certify that I am the duly elected and qualified Founding Board Member for Teddy's Limousine & Transportation Services, Inc. and that the following is a true and correct copy of resolutions duly adopted May 15, 2003 in a general planning meeting of the Board of Directors of said organization pursuant to the requirements of the **Articles** of Incorporation and Bylaws of said corporation and that such resolutions are now in full force:

IN WITNESS WHEREOF, I have hereunto subscribed my name as Chairman and have caused the corporate seal of said corporation to be affixed hereto this May 15, 2003.



Theodore Deamus, President

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