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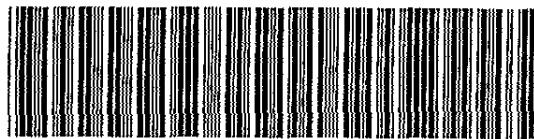
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OCT 13

ARTICLES OF INCORPORATION

OF

ORLANDO EXOTIC CAR RENTAL & LEASING, INC.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

ORLANDO EXOTIC CAR RENTAL & LEASING, INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1:00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00).

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ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

**5334 WINTER GARDEN RD
ORLANDO, FL 32811
(407) 895-5933**

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR(S) ARE ELECTED AND HAVE QUALIFIED ARE:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
ERIC WHALEY	PRESIDENT	5334 WINTER GARDEN RD ORLANDO, FL 32811
ELISSA WALKER	VICE PRES	5334 WINTER GARDEN RD ORLANDO, FL 32811
DARRYL MCFIE	TREA/SEC.	5334 WINTER GARDEN RD ORLANDO, FL 32811
LOIS WHALEY	DIR	5334 WINTER GARDEN RD ORLANDO, FL 32811
PEARL WHALEY	DIR	5334 WINTER GARDEN RD ORLANDO, FL 32811

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER(S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

NAME

ADDRESS

ERIC WHALEY

**5334 WINTER GARDEN RD 1000
ORLANDO, FL 32811**

ARTICLE X - REGISTERED AGENT

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**ERIC WHALEY
5334 WINTER GARDEN RD
ORLANDO, FL 32811**

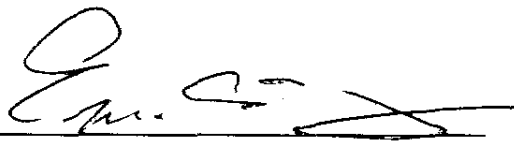
ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTION PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDER(S) AND APPROVED AT A SHAREHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND ACKNOWLEDGED AND
FILED THE FORGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA
THIS 6TH DAY OF OCTOBER 2003.


ERIC WHALEY

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND
COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

ERIC WHALEY

KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED
THOSE ARTICLES OF INCORPORATIONN.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND
COUNTY AFORESAID THIS 6TH DAY OF OCTOBER 2003.


NOTARY



Barbara J. Robinson
My Commission DD235486
Expires August 12, 2007

10/6/03

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

ORLANDO EXOTIC CAR RENTAL & LEASING, INC.

HAVING BEEN ORGANIZED UNDER:

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

**5334 WINTER GARDEN RD
ORLANDO, FL 32811**

**IN THE CITY OF ORLANDO COUNTY OF ORANGE, AND IN THE STATE
OF FLORIDA, AS INCORPORATED IN THE ARTICLES OF INCORPORATION, HAS NAMED
ERIC WHALEY**

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID
CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING
SAID OFFICE OPEN.**

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REGISTERED AGENT



NOTARY

10/6/03



Barbara J. Robinson
My Commission DD235466
Expires August 12, 2007