

**P04000006254**

Florida Department of State  
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To:

Division of Corporations  
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From:

Account Name : PORTER, WRIGHT, MORRIS & ARTHUR  
Account Number : 102233003533  
Phone : (239) 593-2900  
Fax Number : (239) 593-2990

**FLORIDA PROFIT CORPORATION OR P.A.**

**Yellow Cab of Southwest Florida, Inc.**

Certificate of Status	1
Certified Copy	1
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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

YELLOW CAB OF SOUTHWEST FLORIDA, INC.

ARTICLE I. Name and Initial Address

The name of this corporation is YELLOW CAB OF SOUTHWEST FLORIDA, INC. and initial address of the corporation is 4775 Mercantile Avenue #1, Naples, Florida 34104.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. Capital Stock

This corporation is authorized to issue Ten Thousand shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

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

ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Gary K. Wilson and the initial registered office of the corporation is 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

ARTICLE VII. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Dale Schultheis  
6100 Adkins Avenue  
Naples, FL 34112

Ilze Schultheis  
6100 Adkins Avenue  
Naples, FL 34112

ARTICLE IX. Incorporator

The name and address of the person signing these articles is:


Fax Audit No.: H040000024143

Dale Schultheis  
c/o Porter, Wright, Morris & Arthur  
5801 Pelican Bay Boulevard, Suite 300  
Naples, Florida 34108-2709

ARTICLE X. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 6<sup>th</sup> day of January, 2004.

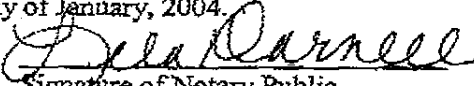
  
Dale Schultheis  
c/o Porter, Wright, Morris & Arthur  
5801 Pelican Bay Boulevard, Suite 300  
Naples, Florida 34108-2709

State of Florida  
County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared DALE SCHULTHEIS, ☒ who produced FL.D# 3432-168-55294-0 identification or        who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10<sup>th</sup> day of January, 2004.

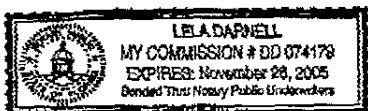
(NOTARY SEAL)

  
Signature of Notary Public

Lela Darnell  
Name of Notary Public Typed

DD074179  
Serial or License Number of Notary Public

My Commission Expires:



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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Yellow Cab of Southwest Florida, Inc.
2. The name and address of the registered agent and office are:

Gary K. Wilson, Esquire  
Porter, Wright, Morris & Arthur  
5801 Pelican Bay Blvd., Suite 300  
Naples, Florida 34108-2709

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: January 6, 2004

  
Gary K. Wilson, Esquire

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