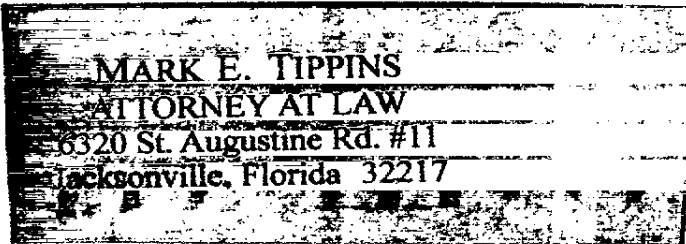


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2004 JUN 24 P 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/24/04

ARTICLES OF INCORPORATION
OF
PARAGON PARKING, INC.

FILED
2004 JUN 24 P 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation pursuant to the Florida Business Corporations Act of the State of Florida, does hereby make and file these Articles of Incorporation as follows:

I.

The name of the Corporation shall be **PARAGON PARKING, INC.**

II.

The location of the principal office of the Corporation shall be 7846 Playa Del Ray Court, Jacksonville, Florida 32256.

III.

The nature of the business and the object and the purposes for which this Corporation is formed are and include, as fully and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on Corporations under and by virtue of the Laws of the State of Florida, the following:

- a. providing of parking services.
- b. To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and without the State of Florida.
- c. To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge or otherwise to give liens against and to lease, sell, assign, exchange, transfer, or in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and without the State of Florida, and in any part of the world.
- d. For any of the purposes of the Corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.
- e. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.
- f. To purchase, insofar as the same may be done without impairing capital of the Corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.
- g. To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, and

either alone or in the company of others.

h. In general, to carry on any other business in connection therewith and to do all things not forbidden by the Laws of the State of Florida and with all the powers conferred upon corporations by the Laws of the State of Florida. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Article III for these Articles of Incorporation shall, except where otherwise specified, be no wise limited or restricted Articles, but that the objects, purposes and powers specified in this Article and in each of the Articles and paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes, and powers and shall not be construed to restrict, in any manner, the general powers and terms of this Corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

IV.

The amount of the total authorized capital of this Corporation shall be \$1000.00, divided into 1,000 shares of common stock of the par value of \$1.00. The total capital with which the Corporation shall begin business shall be \$1,000.00.

V.

The name and post office address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock is **CHAD LIPSKY** at 7846 Playa Del Ray Court, Jacksonville, Florida 32256.

VI.

The name of the registered agent for service of process is **CHAD LIPSKY** at 7846 Playa Del Ray Court, Jacksonville, Florida 32256. The address of the principal office, the registered agent's office and the registered office of the Corporation is located at 7846 Playa Del Ray Court, Jacksonville, Florida 32256.

VII.

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

SHAREHOLDERS	ADDRESS	SHARES
CHAD LIPSKY	7846 Playa Del Ray Court, Jacksonville, Florida 32256.	501
FRANK LIPSKY	806 Oakleigh Rd. North Woodmere, New York 11581	499

VIII.

The name and address of the incorporator is as follows:

INCORPORATOR	ADDRESS
CHAD LIPSKY	7846 Playa Del Ray Court, Jacksonville, Florida 32256.

IX.

The duration of the Corporation shall be perpetual.

X.

The initial Board of Directors shall consist of one director. The name and address of the director chosen for the first year is as follows:

CHAD LIPSKY	7846 Playa Del Ray Court Jacksonville, Florida 32256.
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XI.

The name and address of the officer chosen for the first year is as follows:

OFFICER	ADDRESS	TITLE
CHAD LIPSKY	7846 Playa Del Ray Court Jacksonville, FL. 32256	President, treasurer and Secretary

XII.

The power to manage and control the Corporation shall be vested in the Board of Directors, subject to the By-Laws, rules and regulations adopted by the stockholders of the Corporation.

XIII.

No contract or other transaction between the Corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this Corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, may be a party to or interested in any contract or transaction of this Corporation, and no contract, act or transaction of this Corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this Corporation is a party to or interested in said contract.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles of Incorporation and does certify that the facts herein stated are true and have, accordingly, hereunto set his hand and seal on the date set opposite his name.

DATE: JUNE 21, 2004

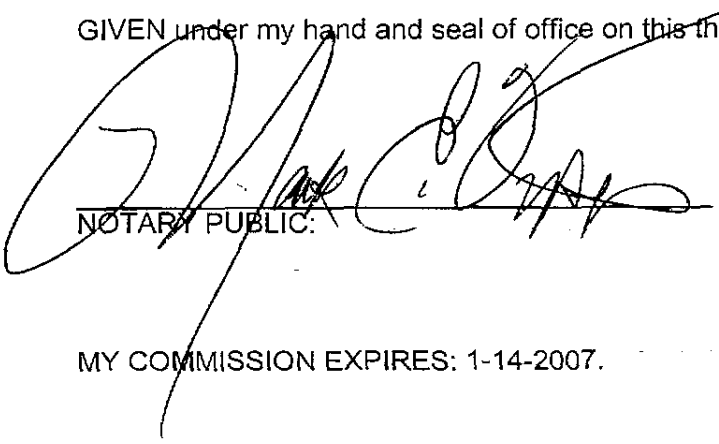
CHAD LIPSKY: _____


Incorporator

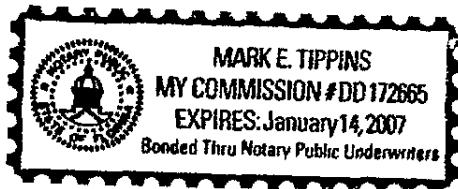
State of Florida
Duval County

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that CHAD LIPSKY whose name is signed to the foregoing Articles of Incorporation of PARAGON PARKING, INC., who is known to me to be the party to same, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he executed the same voluntarily on the day the same bears date, and said Articles of Incorporation is the act and deed of the signer and the facts stated therein are true.

GIVEN under my hand and seal of office on this the 21st day of JUNE 2004.


NOTARY PUBLIC: _____

MY COMMISSION EXPIRES: 1-14-2007.



ACCEPTANCE BY REGISTERED AGENT

I, CHAD LIPSKY, whose address is 7846 Playa Del Ray Court in Jacksonville, Florida 32256 hereby accept the appointment as registered agent of PARAGON PARKING, INC., 7846 Playa Del Ray Court in Jacksonville, Florida 32256, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes.


Registered agent: CHAD LIPSKY

JUNE 21, 2004

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TALLAHASSEE, FLORIDA