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RICHARD, BLINN & HALDIN, P.A.

Attorneys at Law

PETER C. BLINN
DENNIS D. CAMP
WILLIAM C. HALDIN, JR.
JAMES L. RICHARD

808 SOUTHEAST FORT KING STREET
OCALA, FLORIDA 34471
PHONE (904) 351-3000
LAKE COUNTY, (904) 753-8919
FAX (904) 351-2715

January 12, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-01/18/95--01002--014
****122.50 ****122.50

Re: Key Limousine, Inc.

Gentlemen:

Enclosed are the original and one duplicate of the proposed Articles of Incorporation of the above captioned corporation.

Please endorse your approval of the Articles on the duplicate copy, certify same, and return the certified copy to this office in the enclosed envelope. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$122.50 is enclosed to cover the filing fee and certification of the copy.

If any further charges are required, or if, for any reason, the Articles do not meet current requirements, please notify the undersigned by collect telephone call at (904) 351-3000.

Sincerely yours,

RICHARD, BLINN & HALDIN, P.A.

By:


DENNIS D. CAMP, ESQ.

DDC/kp

Enclosure

cc: client

H. SIMS JAN 20 1995

FILED
JAN 16 AM 9:19
DEPT. OF STATE
TALLAHASSEE, FLORIDA

FILED
95 JUN 16 14 9 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KEY LIMOUSINE, INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: Name

The name of the corporation is KEY LIMOUSINE, INC.

ARTICLE II: Business

The corporation may engage in any activity of business permitted under the laws of the United States and Florida.

ARTICLE III: Stock

The total number of shares of stock which the corporation will have authority to issue is One Hundred (100) shares of One Dollar per share par value common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

ARTICLE IV:

Registered Agent and Address and Principal Office

The initial address of the registered office of the corporation is 11451 West County Road 316, Reddick, FL 32686.

The name of the corporation's registered agent at said address is Jay North.

The principal business office of the corporation is P.O. Box 698, Fairfield, FL 32634.

ARTICLE V:

Management of Corporation by Shareholders

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal by-laws.

ARTICLE VI: Effective Date

The corporation will commence existence on acceptance of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE VII: Incorporator

Following is the name and street address of the person signing these Articles as incorporator: Jay North, 11451 West County Road 316, Reddick, FL 32686.

ARTICLE VIII:

Stockholders as Employees

There shall be no policy prohibiting stockholders from serving as corporate officers or employees. In the event that a stockholder is employed by the corporation, said stockholder shall be entitled to receive a reasonable salary for services rendered.


ARTICLE IX: 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 X: Amendment

This corporation may amend its articles of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in original articles of incorporation made at the time of making such amendment. Every amendment shall be proposed by a stockholder and approved at a stockholders' meeting by not less than one hundred percent (100%) of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 12th day of January, 1995.

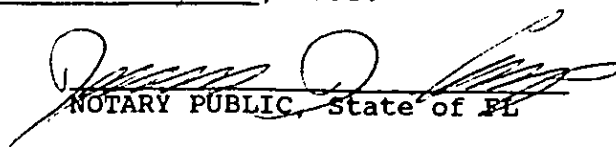
 (SEAL)
JAY NORTH

STATE OF FLORIDA

COUNTY OF MARION

I hereby certify that on this day, before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared JAY NORTH known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon a Florida Driver's License/Florida I.D. Card as identification of the above-named person.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of January, 1995.


NOTARY PUBLIC, State of FL

Printed:  DENNIS B. CAMP Notary
State of Florida
My Comm. Exp. July 16, 1995

ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as Registered Agent for KEY LIMOUSINE, INC. as set forth in Article IV of the foregoing Articles of Incorporation, this 12 day of January, 1995.


JAY NORTH

FILED
95 JAN 16 PM 9 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA