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CARLOS & ABBOTT, P.A.
ATTORNEYS AT LAW

ELIOT C. ABBOTT
THOMAS P. CARLOS
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June 27, 1995

SUITE 1180
999 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
(305) 444-1600
FACSIMILE: (305) 443-8817

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

RE: P.C. LIMO, INC.

Ladies and Gentlemen:

Enclosed please find Articles of Incorporation for P.C. LIMO, INC. Please file upon receipt and return a certified copy of same to me.

Enclosed is a check in the amount of \$122.50 for the filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

CARLOS & ABBOTT, P.A.


Eliot C. Abbott

ECA/rr

Enclosures

letters.eca/secsta.pcl

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TALLAHASSEE, FLORIDA

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****122.50 ****122.50

B. BROWN JUL - 3 1995

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is:

P.C. LIMO, INC.

2. The mailing address for the corporation shall be 1995 N.E. 142 Street, North Miami, Florida 33181.

3. The period of its duration is perpetual.

4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.

5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.

6. The address of its initial registered office is 999 Ponce De Leon Blvd., Suite 1150, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is Eliot C. Abbott.

7. The number of directors constituting its initial board of directors is two (2) whose names and addresses are:

NAME

ADDRESS

Martin Zilber

1995 N.E. 142 Street
North Miami, Florida 33181

Edward Steinberg

1995 N.E. 142 Street
North Miami, Florida 33181

8. The name and address of the Incorporator is:

NAME

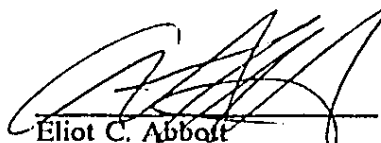
ADDRESS

Eliot C. Abbott

999 Ponce De Leon Blvd.
Suite 1150
Coral Gables, Florida 33134

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 27th day of June, 1995.

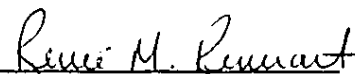

Eliot C. Abbott

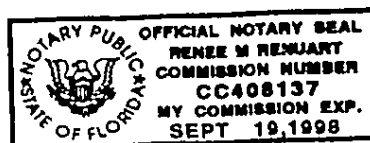
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Eliot C. Abbott, who is to me personally known to be the person described in who has produced drivers license as identification and has subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State, this 27th day of June, 1995.


NOTARY PUBLIC
State of Florida
My Commission Expires:



6

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that P.C. LIMO, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Coral Gables, County of Dade, State of Florida, has named Eliot C. Abbott, 999 Ponce De Leon Blvd., Suite 1150, Coral Gables, Florida 33134.

(Street address and number of building, post office box address not acceptable)

City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Eliot C. Abbott

corp/articles.PCL

FILED
CLERK OF COURT
JAN 29 PM 14:09
CORAL GABLES
FLORIDA