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Constance D. Carey
2740 Northeast 17th Street
Fort Lauderdale, Florida 33305
(305) 561-3617

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June 29, 1995

Office of Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Attn: New Filings Section
Tallahassee, Florida 32399

In re: Articles of Incorporation
CAREY INTERNATIONAL, INC.

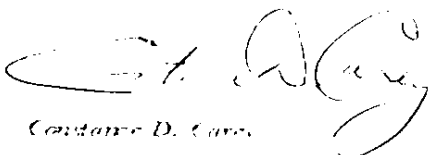
Gentlemen,

I enclose two duplicate originals of the Articles of Incorporation for CAREY INTERNATIONAL, INC., together with a filing fee of \$122.50.

Please return a certified copy of the Articles of Incorporation to office address.

Thank you.

Sincerely yours,


Constance D. Carey



Enclosure

Articles of Incorporation
of
CAREY INTERNATIONAL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be **CAREY INTERNATIONAL INC.**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business shall be 2740 Northeast 17th Street, Fort Lauderdale, Florida 33305, and the mailing address of the corporation is 2740 Northeast 17th Street, Fort Lauderdale, Florida 33305.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares.

ARTICLE IV

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V

INITIAL REGISTERED AGENT AND ADDRESS

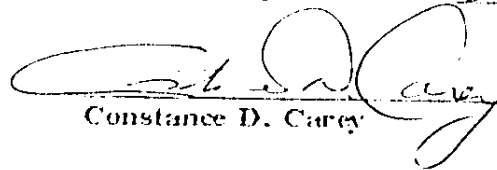
The name and street address of the initial registered agent to these Articles of Incorporation is Constance D. Carey, 2740 Northeast 17th Street, Fort Lauderdale, Florida 33305.

ARTICLE VI

INCORPORATOR

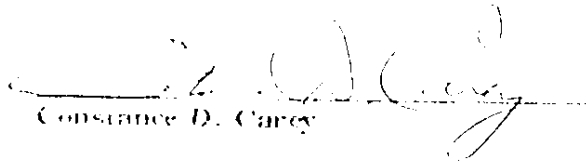
The name and street address of the incorporator to these Articles of Incorporation is Constance D. Carey, 2740 Northeast 17th Street, Fort Lauderdale, Florida 33305.

The undersigned has executed these Articles of Incorporation this 29 day of June, 1995.


Constance D. Carey

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 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.


Constance D. Carey