

P. 960000023780

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JACKSONVILLE, FLORIDA 32202

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DIVISION OF CORPORATIONS (804) 793-8801

FRANK C. DECKER

March 13, 1996

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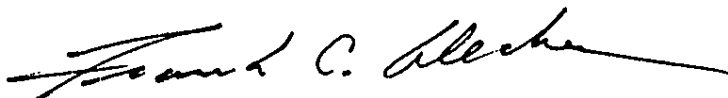
DELIVERY BY HAND

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RE: Filing of Articles of Incorporation for new corporation  
named FLORIDA QUALITY VALET SERVICES INC.

I herewith deliver to you, by Stephen D. Walsh, Esq., as my  
agent, the captioned articles with copy. Also delivered is the  
check of my client, the Incorporator, for your statutory filing  
fee and the cost of one certified copy of the articles.

Sincerely,



FRANK C. DECKER

FCD:s  
Encls.

96 MAR 18 AM 10:12

STATE  
DIVISION OF  
CORPORATIONS

Will write  
3/18/96

**ARTICLES OF INCORPORATION  
OF  
FLORIDA QUALITY VALET SERVICES INC.**

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SECRET  
DEPT. OF STATE  
CORPORATIONS  
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The undersigned incorporator, H. CASEY HARTER, adopts the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is:

FLORIDA QUALITY VALET SERVICES INC.

**ARTICLE II  
DURATION**

This corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation in the Department of State of the State of Florida.

**ARTICLE III  
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting and engaging in any or all business permitted under the laws of the United States, the State of Florida and all other states, territories and jurisdictions of the United States.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common capital stock having a par value of one dollar per share.

**ARTICLE V  
INITIAL PRINCIPAL OFFICE AND  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office and initial registered office of this corporation is:

4741 ATLANTIC BOULEVARD, SUITE B-4  
Jacksonville, Florida 322-07

and the name of the initial Registered Agent of this corporation at that address is: H. CASEY HARTER.

**ARTICLE VI  
DIRECTORS**

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one. However, the number of Directors elected at any election (along with the directors already in and remaining in office) shall be the lawful number of Directors. The name and address of the first director is:

H. CASEY HARTER  
1152 EUTAW PLACE  
JACKSONVILLE, FLORIDA 32207

**ARTICLE VII  
INCORPORATORS**

The name and street address of the incorporator this corporation is:

H. CASEY HARTER  
1152 EUTAW PLACE  
JACKSONVILLE, FLORIDA 32207

**ARTICLE VIII  
FIRST OFFICERS**

The initial officers of this corporation are:

H. CASEY HARTER is the President, Secretary and Treasurer, and he

shall serve in the said offices until the next election and appointment officers.

#### **ARTICLE IX BYLAWS**

The initial Bylaws of this corporation shall be adopted by the Board of Directors. Bylaws may be adopted, amended or repealed by the Board of Directors or the Shareholders or in any manner provided or permitted by law.

#### **ARTICLE X RESTRICTIONS ON TRANSFER OR ENCUMBRANCE OF STOCK**

Shareholders may, by provisions of Bylaws or by agreement of the shareholders involved, impose such restrictions or encumbrances on the sale, transfer or encumbrance of the shares of stock of this corporation as they wish.

#### **ARTICLE XI DIRECTOR'S COMPENSATION**

The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefor in any form.

#### **ARTICLE XII INDEMNIFICATION**

The Board of Directors is hereby specifically authorized to make provisions for the indemnification of Directors, Officers, employees and agents of the corporation to the full extent permitted by law.

#### **ARTICLE XIII SHARES WITHOUT CERTIFICATES**

The Board of Directors may authorize the issuance of some or

all of the shares of any or all classes of stock without certificates. The Board of Directors and the corporation shall have all authority under Section 607.0626(1) and (2), Florida Statutes, and all other pertinent law as the same exists from time to time.

IN WITNESS WHEREOF, The undersigned Incorporator has executed these Articles of Incorporation at Jacksonville, Florida, MARCH 1, 1996.

  
H. CASEY HARTER, Incorporator

Having been named to accept service of process for the above stated corporation at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I, as Registered Agent, am familiar with and accept the obligations of that position.

DATE: MARCH 1, 1996.

  
H. CASEY HARTER, Registered Agent

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FIVE  
NOTES