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CLYDE N. WELLS, JR., P.A.  
11111 SAN JOSE BLVD  
POST OFFICE BOX 6327  
JACKSONVILLE FLORIDA 32241-0327

FILED  
JUN 28 1996  
FBI - JACKSONVILLE  
JUN 28 1996  
JACKSONVILLE, FLORIDA  
FBI - JACKSONVILLE

CLYDE N. WELLS, JR.  
FLORIDA BAR CERTIFIED  
TAXATION  
FLORIDA BAR DESIGNATED  
CORPORATION  
BUSINESS  
LABOR  
ADMITTED  
FLORIDA  
GEORGIA

May 29, 1996

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

500001840000  
-06/03/96--01073--007  
\*\*\*\*122.50 \*\*\*\*122.50

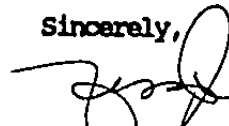
Re: Metro Limo, Inc.  
General Corporate Business

Dear Sirs:

In connection with the incorporation of the above entitled proposed corporation, please find an original and one copy of the proposed Articles of Incorporation duly executed by the incorporator(s) thereof and our Trust account check number 15608 in the amount of one hundred twenty-two dollars and fifty cents (\$122.50) in payment of filing fee (\$35.00), Registered Agent Designation (\$35.00), and Certified Copy (\$52.50).

Please cause the Articles of Incorporation to be duly filed and forward to our office a Certified copy of said Articles, after filing, showing the date and time of the filing of these Articles of Incorporation. If we have elected the provisions of Florida Statutes 607.0123, please cause the enclosures to be filed consistent with that request, if permitted by the provisions of the designated statute. If not, please cause the Articles to be filed under General Corporate Statutory Procedure. If possible, we would like to have this filed on June 1, 1996.

Sincerely,



Clyde N. Wells, Jr.

6/6/96  
JD

CNW/jw  
Enclosures (3)

cc: Mark E. Leaf  
Metro Limo

W96-11984 502



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 6, 1996

CLYDE M. WELLS JR.  
11100 SAN JOSE BLVD.  
JACKSONVILLE, FL 32241-6530

SUBJECT: METRO LIMO, INC.  
Ref. Number: W96000011984

We have received your document for METRO LIMO, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 596A00028295

ARTICLES OF INCORPORATION  
OF  
METRO LIMO OF JAX, INC.

FILED  
95 JUN 28 AM 11:32  
JACKSONVILLE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, each of whom is a natural person and otherwise competent to contract, do(es) hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is " Metro Limo of Jax, Inc."

ARTICLE II

PRINCIPAL OFFICE

The Principal Office of this corporation is: 11150-1D San Jose Boulevard, Jacksonville, Florida 32223

ARTICLE III

NATURE OF BUSINESS

The general purpose or purposes for which this corporation is organized shall include the transaction of any and all lawful business permitted under the applicable Laws of the State of Florida and of the United States of America.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding is five million (5,000,000) shares of a single class of common capital stock of the par value of one (\$1.00) dollar each encompassing a total par value of five million (\$5,000,000.00) dollars. All shares of stock of the corporation, including the shares hereinafter subscribed for, may be issued for any consideration permitted by the corporation Laws of the State of Florida.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than one hundred dollars (\$100.00).

ARTICLE VI

DURATION

This corporation is to have perpetual existence.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office in the State of Florida is: 11150-1D San Jose Boulevard, Jacksonville, Florida 32223. The initial registered agent and the street address therefore is: Mark E. Leaf, 11150-1D San Jose Boulevard, Jacksonville, Florida 32223.

ARTICLE VIII

NUMBER OF DIRECTORS

Initially, this corporation shall have one (1) director(s). The number of the director(s) may be increased or diminished from time to time in accordance with the applicable provisions of the By-Laws, but never shall be less than one (1).

ARTICLE IX

NAME AND ADDRESS OF INITIAL DIRECTOR(S)

The names and street addresses of the initial members of the Board of Directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICES</u>
Mark E. Leaf	11150-1D San Jose Boulevard, Jacksonville, Florida 32223	President, Secretary, Treasurer, & Director

ARTICLE X

INCORPORATORS

The name(s) and street address(es) of each incorporator of these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Mark E. Leaf	11150-1D San Jose Boulevard, Jacksonville, Florida 32223

ARTICLE XI

BY-LAWS

The corporation shall, through the approval of a majority of its stockholders, adopt By-Laws which shall provide for the administration of all matters not provided for herein by these Articles of Incorporation.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provide by Law. Every Amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIII

1244 STOCK

This corporation shall, through the approval of all of the stockholders, adopt a plan for the issuance of all common stock which shall so qualify under the provisions of Section 1244, Internal Revenue Code of 1986, as amended from time to time, so that any loss or worthlessness of the value of the stock so

qualified and issued may, upon dissolution, other legal termination or any other basis under which a valid election can made, shall be charged as a loss against ordinary income to the extent of qualified stock owned by each such stockholder thereof.

IN WITNESS WHEREOF, the Incorporator(s) have hereunto set his hand and seal this 26th day of June, A.D., 1996 .

Mark E. Leaf  
Mark E. Leaf, Incorporator

**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, an officer duly authorized to administer oaths in the State and County aforesaid, personally appeared Mark E. Leaf, who, after being first duly sworn, deposes and says that he is the Subscriber hereinabove named has executed these Articles of Incorporation for all purposes contemplated therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this 26th day of June, A.D., 1996.



Jessica Mae Webster  
MY COMMISSION # 00443393 EXPIRES  
April 22, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

Jessica Mae Webster  
Notary Public, State of Florida at Large  
My Commission Expires: 4/22/2000

**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED, being named as Registered Agent in Article V of the Articles of Incorporation of Metro Limo of Jax, Inc., a proposed Florida Corporation, does hereby accept such appointment and agrees to serve as Registered Agent in accordance with the applicable Laws of Florida.

IN WITNESS WHEREOF, the said Registered Agent does hereby evidence such acceptance by his hand and seal this 26th day of June, A.D., 1996.

Mark E. Leaf  
Mark E. Leaf  
Registered Agent

FILED  
95 JUN 28 10:15 32  
NOTARY PUBLIC  
FLORIDA

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, an officer duly authorized to administer oaths in the State and County aforesaid, personally appeared Mark E. Leaf, who, after being first duly sworn, deposes and says that he is the Registered Agent hereinabove named and that he has executed the Acceptance by Registered Agent for all purposes contemplated therein.

IN WITNESS WHEREOF, I have hereunto affixed by hand and official seal this 26th day of June, A.D., 1996 .



Jessica Mae Webster  
COMMISSION # 00840066 EXPIRES  
April 22, 2000  
BONDED THROUGH TROY TANK INSURANCE, INC.

Jessica Mae Webster  
Notary Public, State of Florida,  
at Large  
My Commission Expires: 4/22/2000

METROLIM\GCB