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MARK L. SHUMAKER, ESQ.
640 N.W. 15TH AVENUE
BOCA RATON, FL 33486
(561) 394-0969

July 5, 1996

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

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-09/09/96--01054--0006
***122.50 ***122.50

Re: Beverly Hills Limousine, Inc.

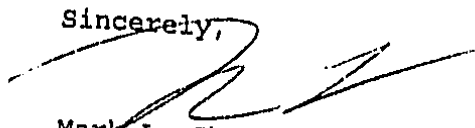
To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation and my check in the amount of \$122.50 representing the Filing Fee of \$35, Certified Copy Fee of \$52.50 and Registered Agent Fee of \$35.

Please effect immediate incorporation and forward the Charter together with a Certified Copy of the Articles of Incorporation to my attention

Should you have any questions or problems, please do not hesitate to contact me at the above number.

Sincerely,


Mark L. Shumaker

MLS/ad
Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
BEVERLY HILLS LIMOUSINE, INC.

ARTICLE I - NAME

This name of the Corporation is BEVERLY HILLS LIMOUSINE, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purposes of conducting any lawful business permitted in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of stock with Ten Cents (\$.10) par value, which said shares shall be designated "Capital Stock".

ARTICLE V - INITIAL REGISTERED OFFICE, PRINCIPAL PLACE
OF BUSINESS AND AGENT

The street address of the initial registered office of the Corporation is 5921 N.W. 59th Avenue, Parkland, FL 33067. The principal office and mailing address of the business is 5921 N.W. 59th Avenue, Parkland, FL 33067. The name of the Initial Registered Agent is Raymond Pagano.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial Director. The number of directors may be increased from time to time by the By-

Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are:

Raymond Pagano
5921 N.W. 59th Avenue
Parkland, FL 33067

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:
Raymond Pagano, 5921 N.W. 59th Avenue, Parkland, FL 33067.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders established may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE IX - BY-LAWS

The power to adopt, amend, alter, rescind or repeal the By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

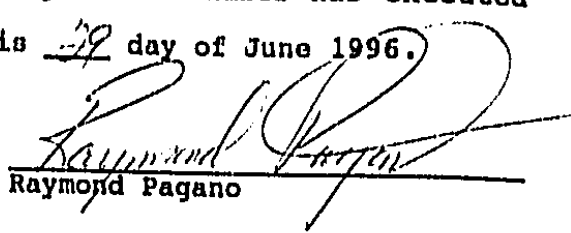
ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend, rescind or repeal any provisions contained in these Articles of Incorporation, any amendment thereof, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of June 1996.

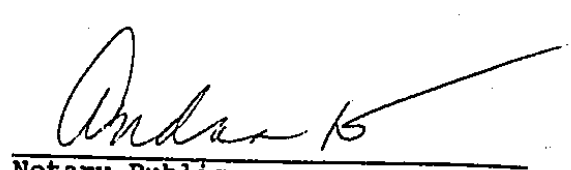

Raymond Pagano

STATE OF FLORIDA

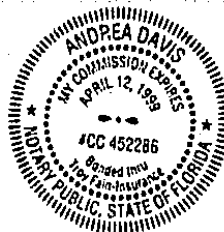
COUNTY OF Broward

BEFORE ME, the undersigned authority, personally appeared, Raymond Pagano, personally known to me, to me well known and known to me to be the person described in, or who produced the following identification: _____ and who acknowledged to and before me that he executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of June, 1996.


Notary Public

MY COMMISSION EXPIRES:

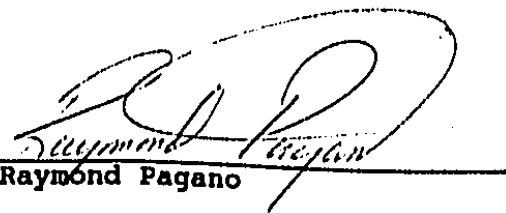


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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of the above-stated Corporation, at a place designated in those Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of the Florida Statutes Section 48.091 and any Amendment thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
29 day of June, 1996.


Raymond Pagano