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RICHARD A. COREN, P.A.

1330 N.E. 4TH AVENUE
SUITE A
FORT LAUDERDALE, FLORIDA 33316

RICHARD A. COREN
KENNETH MAZIN

HOWARD (954) 824-4000
DADE (305) 845-3000
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September 10, 1996

Via Federal Express

Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Attention: Corporate Filing

Re: Starlite Express, Inc.

000001944970
-09/11/96--01033--014
****122.50 ****122.50

Dear Sir/Madam:

Enclosed is our office's check in the amount of \$122.50 for the filing fee and a certified copy of the Articles of Incorporation regarding Starlite Express, Inc.

If you have any questions, please do not hesitate to contact our office. Your prompt attention to this matter is appreciated.

Very truly yours,

Richard A. Coren
Richard A. Coren

RAC:drp
Enclosure

SEP 12 1996

BSB

SEP 11 11:26
FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STARLITE EXPRESS, INC.

FILED
96 SEP 11 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be:

STARLITE EXPRESS, INC.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The general purpose and nature of the business to be transacted by this Corporation is (i) to perform limousine transportation services; (ii) to lease or purchase such real and personal property as is necessary for the rendering of such services; (iii) to engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act; and (iv) to do such other things as are incidental to the purposes of the Corporation or as are necessary or desirable in order to accomplish them.

In addition, the Corporation may also do the following:

Invest funds in real estate, mortgages, stocks, bonds or any other type of investments.

Contract indebtedness and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and transfer corporate property and execute such mortgages or other instruments to secure the payment of corporate indebtedness as is from time to time required.

Purchase the corporate assets of or merge or consolidate with any other domestic corporation engaged in the same character of business.

Redeem, purchase, retain, sell and otherwise transfer its own capital stock.

Create employee benefit plans and trusts incidental thereto.

No purpose herein expressly stated shall limit the general purpose of the Corporation described in the first paragraph of this Article II in any way.

ARTICLE III

CAPITAL STOCK

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having \$1.00 par value.

2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organizational meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other Corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 1330 S.E. 4th Avenue, Suite A, Fort Lauderdale, Florida 33316, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of the Corporation shall be RICHARD A. COREN, at the address of 1330 S.E. 4th Avenue, Suite A, Fort Lauderdale, Florida 33316.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

ARTICLE VIII

LIMITATIONS ON CORPORATE STOCK

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX

INITIAL DIRECTORS

The names and street addresses of the members of the Board of Directors of the Corporation who, unless provided by the Articles of Incorporation or by the By-laws, shall hold office for the first year of existence of the Corporation, or until their

successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LESLIE COREN	3751 N.E. 208 Terrace Aventura, FL 33180
MICHAEL RUDDY	1212 E. Broward Boulevard Fort Lauderdale, FL 33301
RICHARD A. COREN	3751 N.E. 208 Terrace Aventura, FL 33180

ARTICLE X

RIGHTS OF INITIAL DIRECTOR

The initial directors shall have the right to be a director of the Corporation as long as that respective director is a shareholder of the Corporation. By acquiring stock in this Corporation, said shareholder agrees to abide by this restriction. This Article may not be amended in any way without the written consent of the initial director who is a shareholder of the Corporation at the time of the amendment.

ARTICLE XI

INITIAL OFFICERS

The names and street addresses of the initial officers of the Corporation, and their respective offices to be held, shall be the following:

<u>NAME</u>	<u>ADDRESS</u>
LESLIE COREN President	3751 N.E. 208 Terrace Aventura, FL 33180
MICHAEL RUDDY Vice President	1212 E. Broward Boulevard Fort Lauderdale, FL 33302
RICHARD A. COREN Secretary/Treasurer	3751 N.E. 208 Terrace Aventura, FL 33180

ARTICLE XII

OFFICER SIGNING ARTICLES

The name and street address of the party signing the Articles of Incorporation is the following:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD A. COREN	3751 N.E. 208 terrace Aventura, FL 33180

ARTICLE XIII

BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the By-Laws must be approved by a majority of the shareholders.

ARTICLE XIV

SUBSCRIBERS

The names, street addresses and number of shares of stock subscribed to by the initial shareholders are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
LESLIE COREN	3751 N.E. 208 Terrace Aventura, FL 33180	375
MICHAEL RUDDY	1212 E. Broward Blvd. Fort Lauderdale, FL 33302	375
RICHARD A. COREN	3751 N.E. 208 Terrace Aventura, FL 33180	300

ARTICLE XV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock

entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XVI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such stock is offered to others.

ARTICLE XVII

DISSOLUTION

The Corporation may be dissolved at any time on the affirmative vote of the holders of at least one half of the outstanding shares of the Corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XVIII

BEGINNING OF CORPORATE EXISTENCE

The corporate existence of this Corporation shall commence on the date of acceptance of these articles by the Secretary of State.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the capital stock hereinabove named for the purpose of forming a Corporation to do business in the State of Florida, under the laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and does agree to take the number of shares hereinabove set forth and hereunto set my hand and seal on this 10th day of September, 1996.



RICHARD A. COREN
Secretary/Treasurer

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

ON THIS DAY, BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared RICHARD A. COREN, to me well known to be the incorporator described in and who executed the foregoing Articles of Incorporation of STARLITE EXPRESS, INC. and who acknowledged that he executed the same as such incorporators for the purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida, on this 10th day of September, 1996.


Notary Public

My Commission Expires:



"OFFICIAL SEAL"
Adeline Artesani
My Commission Expires 10/9/99
Commission #CC 500285

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- STARLITE EXPRESS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Fort Lauderdale, State of Florida, has named RICHARD A. COREN, at the address of 1330 S.E. 4th Avenue, Fort Lauderdale, FL 33316, as its agent to accept service of process within this State.

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 provisions of said Act relative to keeping open said office.


RICHARD A. COREN
Registered Agent

FILED
RECEIVED
CLERK OF STATE
TALLAHASSEE, FLORIDA
MAY 11 1966