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FORT LAUDERDALE, FL 33304-2607  
904-222-9171  
FAX 904-222-1188

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P96000101892



PROVENCE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 189981 160429A

AUTHORIZATION :

*Patricia Pizzit*

COST LIMIT : \$ 70.00

ORDER DATE : December 16, 1996

ORDER TIME : 1:48 PM

ORDER NO. : 189981-005

CUSTOMER NO: 160429A

000002029890--7

CUSTOMER: George P. Maffei, Esq  
MAFFEI & MAFFEI, P.A

Trial Lawyers Building  
633 S.e. Third Ave. Suite 4r  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: ALL AMERICAN  
LIMOUSINE SALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
STATE  
RECORDS  
DIVISION  
DEC 16 1996  
11:10:44

FILED  
DEC 16 1996  
PM 3 17  
REC'D OF RECORDS

*12/18*

*W96-26433*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
96 DEC 18 AM 8:37

DIVISION OF CORPORATIONS

**RESUBMIT**  
Please give original  
submission date as file date.

December 17, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: ALL AMERICAN LIMOUSINE SALES, INC.  
Ref. Number: W96000026433

We have received your document for ALL AMERICAN LIMOUSINE SALES, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

See Article IV.

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) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 296A00056175

**ARTICLES OF INCORPORATION**  
**OF**  
**ALL AMERICAN LIMOUSINE SALES, INC.**

FILED STATE  
DIVISION OF CORPORATIONS  
95 DEC 16 4:10:44

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

ALL AMERICAN LIMOUSINE SALES, INC.

The principal place of business of this corporation shall be 9549 Isla Morada Terrace, Boca Raton, Florida 33496.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be XX, and the name of the initial resident agent of the corporation is Maffei & Maffei, P.A., 633 SE 3rd Ave., Suite 4-R, Ft. Lauderdale, FL 33301.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. CORPORATE INDEMNIFICATION PLAN**

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the

request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

#### **ARTICLE VII. 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 at the price at which it is offered to others.

#### ARTICLES IX. DIRECTORS

This corporation shall have One (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the initial Director of the Corporation is:

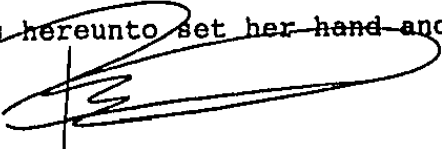
Peter Nelson  
9549 Isla Morada Terrace  
Boca Raton, Florida 33496

#### ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:


Peter Nelson  
9549 Isla Morada Terrace  
Boca Raton, Florida 33496

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on the 10 day of Dec., 1996.

  
Peter Nelson

STATE OF FLORIDA )  
                    Palm Beach ss.  
COUNTY OF BROWARD)


The foregoing instrument was acknowledged before me this 10 day of Dec., 1996 by Peter Nelson who is personally known to me and who did take an oath.

  
Notary Public



SUSANN BEAULIEU  
MY COMMISSION # CC448711 EXPIRES  
March 27, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

Having been named to accept service of process for the above state corporation, at the 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.

By  Pres.  
Maffei & Maffei, D.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 16 AM 10:44