

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

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NAME: A ROSE LIMOSINE, INC.

AUDIT NUMBER..... H96000017823

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0
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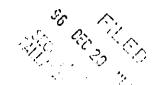
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ARTICLES OF INCORPORATION

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A ROSE LIMOUSINE, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be as follows:

A ROSE LIMOUSINE, INC. 3700 M.W. 27th Avenue Lighthouse Point, FL 33064

ARTICIA II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICIA IV

The aggregate number of shares which the Comporation shall have authority to issue shall be 10,000 shares of common capital stock, divided into two classes, the designation and par values of each such class being, as follows:

Prepared By:
RICHARD A. JOSEPHER, Esquire
Gutter, Josepher, Ruffin & Sheehy, P.A.
100 W. Cypress Creek Road - Suite 900
Pt. Lauderdale, FL 33309
FL Dar # 251852
(954) 938 - 4555

- having a par value of \$0.01 per share and an aggregate par value of \$50.00, and
- B) 5,000 shares of Class & Common Non-Voting Capital Stock, having a par value of \$0.01 per share and an aggragate par value of \$50.00.

preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatscever, either individually or as a class.

ARTICLE V

The street address of the initial registered office of the corporation shall be 3700 N.H. 27th Avenue, Lighthouse Point, FL 33064 and the initial registered agent of the corporation at that address shall be MICHAEL H. BRAUSER.

ARTICIAL VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

NAMA

Address.

MICHAEL H. BRAUSER

3700 N.E. 27th Avenue. Lighthouse Point, FL 33164

The number of directors way be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

APTICLE VII

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

Name

Address

MICHAEL H. BRAUSER

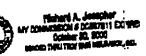
3700 N.B. 27th Avenue Lighthouse Point, FL 33064

STATE OF FLORIDA) S8:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this day of 1000, 1996, by MICHAEL H. BRAUGHR, the incorporator of A. ROBE LINDUSING, INC., a Florida corporation.

Name of Notary:
Commission No.:

My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of A ROSE LIMOUSINE, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations impoked by Florida Statutes Section 607.325.

Dated this 18th day of December, 1996.

BY: ARAUSER

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ASSIGNMENT

The undersigned hereby assigns all of its right, title and interest to the parce A ROSE LIMOUSINE SERVICE, INC. to BRAUSER HOLDINGS, LTD., & Florida limited partnership.

> PLATINIM ASSOCIATES, INC. corporation, f/k/a A ROSE LIMOUSINE SERVICE, INC.

Attest

MICHAEL SAVINO, Prosident of A. ROSE

LIMOUSINE SERVICE, INC.

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