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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: A ROSE LIMOSINE, INC.

AUDIT NUMBER.....H96000017823

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

CERT. OF STATUS..0

PAGES..... 6

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FALL 1996

ARTICLES OF INCORPORATION

H96 000017823

OF

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 N.E. 27th Avenue
Lighthouse Point, FL 33064

ARTICLE 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.

ARTICLE IV

The aggregate number of shares which the Corporation 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
Ft. Lauderdale, FL 33309
FL Bar # 251882

(954) 938-4555

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A) 5,000 shares of Class A Common Capital Stock, having a par value of \$0.01 per share and an aggregate par value of \$50.00, and

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

All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

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

ARTICLE 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:

<u>Name</u>	<u>Address</u>
MICHAEL H. BRAUSER	3700 N.E. 27th Avenue, Lighthouse Point, FL 33164

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

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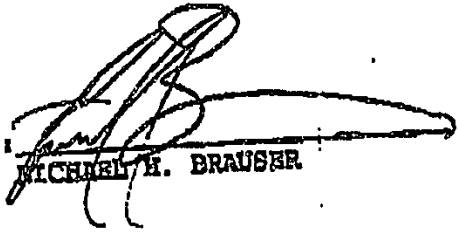
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ARTICLE VII

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

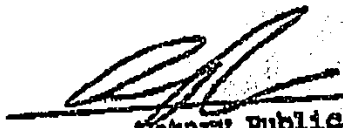
Name	Address
MICHAEL H. BRAUSER	3700 N.E. 27th Avenue Lighthouse Point, FL 33064

Executed at Fort Lauderdale, Florida on 12/18
1996.

BY: 
MICHAEL H. BRAUSER

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

The foregoing instrument was acknowledged before me this 18th day of Dec., 1996, by MICHAEL H. BRAUSER, the incorporator of A. ROSE LIMOUSINE, INC., a Florida corporation.


Notary Public
Name of Notary: _____
Commission No.: _____

My Commission Expires:



Richard A. Josepher
MY COMMISSION # 00070111 EXPIRES
October 31, 2003
BROWARD COUNTY, FLORIDA

H96000017823

ACCEPTANCE BY REGISTERED AGENT

H96000017823

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 imposed by Florida Statutes Section 607.325.

Dated this 18th day of December, 1996.

BY: 
MICHAEL H. BRAUSER

\\agr\rosslimo.inc
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ASSIGNMENT

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

PLATINUM ASSOCIATES, INC., a Florida
corporation, f/k/a A ROSE LIMOUSINE
SERVICE, INC.

Attest


Secretary

By: 
MICHAEL SAVINO, President of A ROSE
LIMOUSINE SERVICE, INC.

FILED
96 DEC 20 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11/18/96