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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

EMPIRE MOBIL SERVICE

SUBJECT: EXPRESS MOBIL SERVICES, INC.
REF: W96070027248

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000018147
Letter Number: 396A00057761

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ARTICLES OF INCORPORATION
OF
EXPRESS MOBIL SERVICES, INC.

ARTICLE I - NAME

The name of this Corporation is EXPRESS MOBIL SERVICES, INC..

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any and all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended, and any other activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE I - CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE II - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 it is offered to others.

Howard Packer
5000 S. Dixie Hwy #113
Miami, FL 33133
(305) 286-8322 / FBN. 444741

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ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is:

2000 South Dixie Highway
Suite 113
Miami, Florida 33133

and the initial registered agent of this Corporation at such office is Howard Packer, Esquire.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however there shall never be less than three Directors nor more than five. The name and addresses of the initial Board of Directors of the corporation are:

Michael Davis 15600 N.W. 7th Avenue Suite 719 Miami, Florida 33169	Martin Davis 15600 N.W. 7th Avenue Suite 719 Miami, Florida 33169	Mildred Richardson 15600 N.W. 7th Avenue Suite 719 Miami, Florida 33169
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ARTICLE V - INCORPORATORS

The name and street address of the Incorporator signing these articles is:

Michael Davis
15600 N.W. Seventh Avenue
Suite 719
Miami, Florida 33169

ARTICLE VI - INDEMNIFICATION

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

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ARTICLE VII - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 24, 1996.


Michael Davis
Incorporator

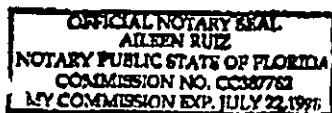
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL DAVIS, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this December 24, 1996.


NOTARY PUBLIC, State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

EXPRESS MOBIL SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 15600 N.W. Seventh Avenue, has named

Howard Packer, Esquire
2000 South Dixie Highway
Suite 113
Miami, Florida 33133

as its agent to accept service of process within Florida.

Dated: December 24, 1996.


Michael Davis
Director

Having been named to accept service of process for EXPRESS MOBIL SERVICES, INC., at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Howard Packer, Esquire
Registered Agent

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