

P97000003374

SHARON M. SHELTON
300 N. 42nd Street
Miami, FL 33143
(305) 567-9200

FILED

97 JAN -7 PM 3:49

January 3, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporation
Filing Section
P. O. Box 6327
Tallahassee, FL 32314

REF: Articles of Incorporation of STERLING LIMOUSINE SERVICE, INC.

Dear Sir or Madam:

As the sole shareholder of "Sterling Limousine & Airport Services, Inc." I have experienced a great deal of confusion, frustration, and embarrassment by another entity operating as "Sterling Limousine Service" in Dade County. We have worked hard to develop the proper image and reputation and have gone so far as to trademark our name.

After conferring with someone in your office it was recommended that we reserve the name cited above first, and then take appropriate action against those using it unlawfully in Florida. Therefore, we are filing this request to incorporate "Sterling Limousine Service", and have enclosed the following items regarding incorporating the entity:

- A. Articles of Incorporation of Sterling Limousine Service, Inc.
- B. Check for \$122.50 payable to Secretary of State for filing fees.

Please date stamp this letter to acknowledge receipt of same and return it to me in the enclosed self-addressed overnight delivery envelope provided for your assistance.

Thank you for your prompt cooperation and assistance in this matter.

Sincerely,

Sharon M. Shelton
Sharon M. Shelton

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Enclosures

Handwritten initials and date: 1-13-97

ARTICLES OF INCORPORATION

OF

STERLING LIMOUSINE SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

1. NAME. The name of the Corporation is: STERLING LIMOUSINE SERVICE, INC.
2. DURATION. The period of its duration is perpetual.
3. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. CAPITAL STOCK. The corporation is authorized to issue ONE MILLION (1,000,000) shares of common stock, all of one class, at NO Par Value.
5. PRINCIPAL OFFICE. The address of the principal office of the corporation is as follows:

Sterling Limousine Service, Inc.
115 S.W. 42nd Avenue
Miami, FL 33134

6. INITIAL REGISTERED AGENT. The name and address of the initial registered agent of the corporation is as follows:

SHARON M. SHELTON
115 S.W. 42nd Avenue
Miami, FL 33134

7. INITIAL BOARD OF DIRECTORS. The corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time as provided for in the bylaws of the corporation and in the manner provided by law, but shall never be less than ONE (1) director.

The name and address of the initial director of the corporation is:

NAME	ADDRESS
SHARON M. SHELTON	115 S.W. 42nd Avenue Miami, FL 33134

8. AMENDMENT OF ARTICLES. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
9. INDEMNIFICATION. To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.
10. INCORPORATOR. The name and address of the incorporator is:

NAME	ADDRESS
SHARON M. SHELTON	115 S.W. 42nd Avenue Miami, FL 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of January, 1997.

Sharon M. Shelton
INCORPORATOR

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Sharon M. Shelton, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

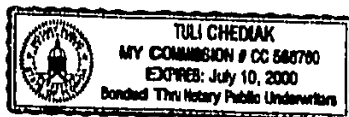
IN WITNESS HEREOF, I have hereunto set my hand and seal this 6th day of January, 1997.

PLD 5435-793-44-885-0

ISSUED: 9-2-94
EXP: 10-25-2000

David M. ...
NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that STERLING LIMOUSINE SERVICE, INC, A Florida corporation qualified to do business under the laws of this State, has appointed Sharon M. Shelton as its agent to accept service of process within this State at the following address:

SHARON M. SHELTON
115 S.W. 42nd Avenue
Miami, FL 33134

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Sharon M. Shelton