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LAW OFFICE OF
RONALD L. NELSON
ATTORNEY AT LAW
100 SECOND AVENUE SOUTH, SUITE 200
ST. PETERSBURG, FLORIDA 33701
(813) 898-9292

January 22, 1997

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL. 32314

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****122.50 ****122.50

Gentlemen:

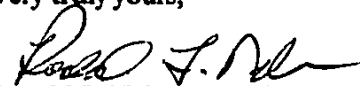
RE: Executive Car Service, Inc.
Certified Receipt No. Z 270 109 898

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50, covering:

\$70.00 - Filing fee
\$2.50 - Certified copy
\$122.50 - Total

Very truly yours,


Ronald L. Nelson, Esquire

FILED
97 JAN 27 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2/3/97
TD

ARTICLES OF INCORPORATION
OF
EXECUTIVE CAR SERVICE, INC.

FILED
97 JAN 27 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of this corporation is EXECUTIVE CAR SERVICE, INC.

ARTICLE II
PURPOSE

The purposes for which the Corporation is formed and the objects to be carried on and promoted by it are as follows:

- a. This corporation is organized for the purpose of operating motor vehicles as transportation for the public consumer on the roads and highways of the State of Florida. More specifically, the corporation will operate as transportation to and from airports.

ARTICLE III
DURATION

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

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares." The shares are not to be divided into classes.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Michael Gariano
6300 66th Lane North
Pinellas Park, FL. 33781

**ARTICLE VII
INCORPORATORS**

The name and address of the Incorporator signing these articles is: Michael Gariano, 6300 66th Lane North, Pinellas Park, Florida 33781.

**ARTICLE VIII
INDEMNIFICATION**

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**ARTICLE IX
BY-LAWS**

The By-laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-laws.

**ARTICLE X
AMENDMENTS**


The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a 2/3 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 the 21st day of January, 1997.

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL GARIANO, 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 21st day of January, 1997.


Notary Public
State of Florida
My Commission Expires: 10-23-99



RONALD L. NELSON
My Commission CC804308
Expires Oct. 23, 1999

**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**

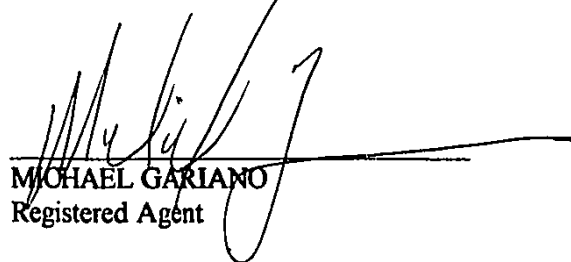
In compliance with Sections 48.091 and 607.034 Florida Statutes, the following is submitted:

FIRST that EXECUTIVE CAR SERVICE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6300 66th Lane North, Pinellas Park, Florida 33781, has named MICHAEL GARIANO, located at 6300 66th Lane North, Pinellas Park, Florida 33781, as its agent to accept service of process within Florida.

Dated: January 21, 1997


MICHAEL GARIANO, Director

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby 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.


MICHAEL GARIANO
Registered Agent

FILED
97 JAN 27 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA