

P 970000 2 2 2 90

TRANSMITTAL LETTER

Department of State  
Division Corporations  
P. O. Box 6327  
Tallahassee, Fl 32314

600002106166--2  
-03/06/97--01077--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Valet Services Group, Inc.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for: \$78.75

FROM: Byron G. Westerfield  
132 Waverly Place  
Orlando, Fl 32806  
(407) 297-4078

FILED  
97 MAR -6 AM 10:07  
STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VALET SERVICES GROUP, INC.

FILED

97 MAR -6 AM 10:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is VALET SERVICES GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE

The initial street address in Florida of the initial principal place of business of the corporation is 132 WAVERLY PLACE, ORLANDO, FL, 32806.

ARTICLE III. SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1000) shares of capital stock with a par value of Fifty Cents (\$0.50) per share.

Initial issue. One Thousand (1,000) shares of the capital stock of the corporation shall be issued for cash at Fifty Cents (\$0.50) per share.

Stated capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holder of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

FILED

97 MAR -6 AM 10:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

No Classes of Stock. The shares of the corporation are not to be divided into classes.

No Share In Series. The corporation is not authorized to issue shares in series.

Voting Stock. The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is BYRON G. WESTERFIELD located at 132 WAVERLY PLACE, ORLANDO, FLORIDA 32806.

ARTICLE V. INCORPORATOR

The name and address of the initial incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
-------------	----------------

Byron G. Westerfield	132 Waverly Place Orlando, FL 32806
----------------------	----------------------------------------

ARTICLE VI. INITIAL DIRECTORS

The name and address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
-------------	----------------

Byron G. Westerfield	132 Waverly Place Orlando, FL 32806
----------------------	----------------------------------------

## ARTICLE VII. PURPOSE

The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

To manufacture, purchase, or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of the capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choices in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real and personal property, or any interest therein wherever situated.

In general, to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business purposes.

## ARTICLE VIII DIRECTORS

The initial Board of Directors shall consist of One (1) member, who need not be a resident of Florida, or shareholder of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of the corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such a director or officer, and shall reimburse each person for all legal and other expenses reasonable incurred by him in connection with such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall to exclude any other right to which he may be lawfully entitle nor shall anything herein contained restrict the rights of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the

corporation who is also a director or officer of such other corporation is so interested may be counted in determining the existence of quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as is he were not such director or officer of such other corporation or not so interested.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of March, 1997.

A handwritten signature in cursive script, appearing to read "B. B. Westerbild", written over a horizontal line.

Signature

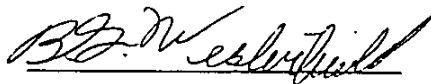
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
FOR VALET SERVICES GROUP, INC.

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

First that, VALET SERVICES GROUP, INC, qualified to do business under the laws of the State of Florida, with its principal office at 132 WAVERLY PLACE, CITY OF ORLANDO, COUNTY OF ORANGE, STATE OF FLORIDA has appointed BYRON G. WESTERFIELD at 132 WAVERLY PLACE, CITY OF ORLANDO, COUNTY OF ORANGE, STATE OF FLORIDA, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by  
Designated Agent)

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



BYRON G. WESTERFIELD

STATE  
TALLAHASSEE, FLORIDA

97 MAR -6 AM 10:07

FILED