

Caribbean

April 29, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Brenda Baker - New Filings

Dear Ms. Baker:

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-05/02/97--01082--015
****122.50 ****122.50

Thank you for taking the time to speak with me regarding a name change amendment on our two existing corporations and a simultaneous usage of these names as new corporations.

Listed below are the pertinent details on both corporations:

1. Caribbean Valet Parking Services, Inc.

- a. Attached please find our Articles of Amendment to change the name from Caribbean Valet Parking Services, Inc. to CVPSV Management Systems, Inc.

Enclosed is our check for \$35.00 to cover such amendment.

- b. Also attached are Articles of Incorporation for simultaneous re-using the name of Caribbean Valet Parking Services, Inc.

Enclosed please find our check in the amount of \$122.50 to form such corporation.

2. Caribbean Valet Parking Systems, Inc.

- a. Attached please find our Articles of Amendment to change the name from Caribbean Valet Parking Systems, Inc. to CVPSY Management Systems, Inc.

Enclosed is our check for \$35.00 to cover such amendment.

APR 30

BSB

- b. Also attached are Articles of Incorporation for simultaneous re-using the name of Caribbean Valet Parking Systems, Inc.

Enclosed please find our check in the amount of \$122.50 to form such corporation.

Inasmuch as time is of the essence, I would appreciate your assistance by expediting this paper work back to us by FEDEX as we have a pending need for these documents as quickly as possible.

Our FEDEX number is 1056-8702-8.

If you have any questions, please call me at the number listed below.

Thank you in advance for your cooperation in this matter.

Very truly yours,

CARIBBEAN VALET PARKING SERVICES, INC.
CARIBBEAN VALET PARKING SYSTEMS, INC.



Mitchell Liss
President and Secretary

ML:fws
Enclosures
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**ARTICLES OF INCORPORATION OF
CARIBBEAN VALET PARKING SYSTEMS, INC.**

FILED

APR 30 PM 3:50

I, MITCHELL LISS, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the State of Florida authorizing the formation of Corporation. These Articles of Incorporation are to be effective on the ___ day of _____. (If no date is inserted, these Articles are to be effective as of the date of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be: CARIBBEAN VALET PARKING SYSTEMS, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz: Automobile Valet and Parking Services, and to do any and all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity or business permitted under the laws of the United States and of the Chapter 607 of the Florida Statutes and any successor or supplemental Statute or authority; to purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly, not counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes thereafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereafter be conferred upon corporation generally by the laws of the State of Florida.

PREPARED BY:
PAUL J. LANE
875 N.W. 83 DRIVE
CORAL SPRINGS, FLORIDA 33071

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

ONE THOUSAND (1,000) SHARES, NO PAR VALUE, COMMON STOCK

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The initial address of said corporation shall be:

2875 N.E. 191 Street, Suite 500, Aventura, Florida

with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VI

The number of Directors of this corporation shall be not less than one nor more than three, and the initial Board of Directors of this corporation shall be comprised of 1 member(s).

ARTICLE VII

The names and street addresses of the persons who are appointed to act as Directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
MITCHELL LISS	2875 N.E. 191 Street, Suite 500 Aventura, Florida

ARTICLE VIII

The names and addresses of the person signing these Articles of Incorporation as a Subscriber and the number of shares each has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
MITCHELL LISS	2875 N.E. 191 Street Suite 500 Aventura, Florida	1,000

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE X

The address of the registered office of this corporation shall be:

2875 N.E. 191 Street, Suite 500, Aventura, Florida

ARTICLE XI

The corporation has designated as its Registered Agent, MITCHELL LISS, who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal at Miami, Dade County, Florida this 29th day of April, 1997.

Mitchell Liss
MITCHELL LISS

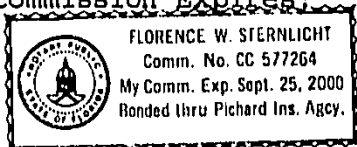
STATE OF FLORIDA))
COUNTY OF DADE) ss

BEFORE ME, the undersigned authority, personally appeared MITCHELL LISS, to me well known and known to be the individual described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Dade County, Florida, this 29th day of April, 1997.

Harmon B. Sternlicht
NOTARY PUBLIC

My Commission Expires:



ACKNOWLEDGMENT

Having been named as Registered Agent for the above-stated Corporation at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provision of all applicable statutes relative to keeping open said office.



**MITCHELL LISS
REGISTERED AGENT**

FILED
97 APR 30 PM 3:51
TALLAHASSEE, FLORIDA