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April 11, 1997

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

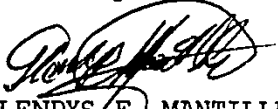
RE: KING'S LIMO, INC.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation and Registered Agent acceptance for the above-named corporation.

Also enclosed is my check in the amount of \$70.00 for the filing fee. Please return a copy of the Articles along with the corporate charter in the enclosed envelope provided for your convenience.

Sincerely,


GLEN DY S F. MANTILLA.

FILED
97 MAY 21 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 5/21/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1997

GLENDYS F. MANTILLA
115 SOUTH LAKE DRIVE
CLEARWATER, FL 34615-6329

SUBJECT: KING'S LIMO, INC.
Ref. Number: W9700009727

We have received your document for KING'S LIMO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 797A00021803

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE KING'S LIMO, INCORPORATED

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

ARTICLE ONE

NAME

The name of the proposed corporation is THE KING'S LIMO, INCORPORATED.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100, all of which shall be common shares with a par value of One Cent (\$0.01) each.

The corporation may create and issue such other shares of preferred or special classes of stock, which shares, may be divided into and issued in series with such relative rights and preferences as fixed and determined by the Board of Directors.

ARTICLE FIVE
STOCK TRANSFERS-AUTHORIZATION OF RESTRICTIONS

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the Secretary of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable time during business hours.

ARTICLE SIX
STOCKHOLDER'S MEETINGS: QUORUM

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series, unless otherwise required by the Florida General Corporation Act or a Bylaw.

ARTICLE SEVEN
STOCKHOLDER'S MEETINGS: VOTING

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the Florida General Corporation Act, these Articles of Incorporation or a Bylaw.

ARTICLE EIGHT
STOCKHOLDERS: RIGHT TO ADOPT, AMEND AND REPEAL BY-LAWS

The power to make, alter, amend and repeal the By-laws of the corporation shall be reserved for stockholders of the corporation.

ARTICLE NINE
REGISTERED OFFICE, MAILING ADDRESS

The street address of the initial registered office of the corporation shall be 115 S. Lake Drive, Clearwater, Florida 34615 and the name of the initial Registered Agent of the Corporation at that address is Glendys F. Mantilla. The mailing address of the corporation is 115 S. Lake Drive, Clearwater, FL 34615.

ARTICLE TEN
BOARD OF DIRECTORS: EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of a Board of Directors, except as otherwise required by the Articles of Incorporation, the Bylaws or the Florida General Corporation Act.

ARTICLE ELEVEN
BOARD OF DIRECTORS: NUMBER

The Board of Directors of the corporation shall consist of at least two members, as fixed by or in the manner provided in the Bylaws. In the absence of a Bylaw providing for the number of Directors, the number shall be as that provided for herein.

ARTICLE TWELVE
DIRECTORS: QUORUM

A majority of the number of Directors fixed by, or in the manner provided in the Bylaws, or of the number stated here shall constitute a quorum for the transaction of business, at a meeting of the Board of Directors unless a greater number is required by any Bylaw.

ARTICLE THIRTEEN
DIRECTORS: VOTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by any Bylaw.

ARTICLE FOURTEEN
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member.
The name and address is: Glendys F. Mantilla, 115 S. Lake Drive,
Clearwater, FL 34615.

ARTICLE FIFTEEN
INCORPORATORS

The name and address of the incorporator is: Glendys F.
Mantilla, 115 S. Lake Drive, Clearwater, FL 34615.

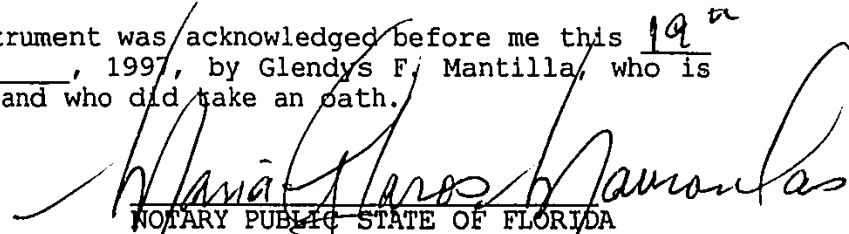
IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 19th day of May, 1997.



GLENDIS F MANTILLA

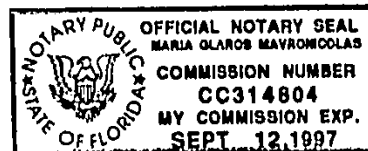
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th
day of May, 1997, by Glendys F. Mantilla, who is
personally known to me and who did take an oath.



NOTARY PUBLIC STATE OF FLORIDA

MARIA GLAROS MAVRONICOLAS
Printed Name



THE KING'S LIMO, INCORPORATED

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

STATEMENT OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501(3) of the Florida Business Corporation Act, the undersigned, having been appointed as Registered Agent by THE KING'S LIMO, INCORPORATED, a Corporation organized under the law of the State of Florida, submits the following statement to the Florida Department of State:

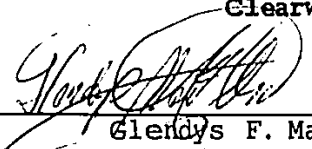
The name of the Corporation is: THE KING'S LIMO, INCORPORATED

1. I, having been designated as Registered Agent for THE KING'S LIMO, INCORPORATED, in the attached Articles of Incorporation, hereby accept the said appointment and agree to act in such capacity until my resignation or until the corporation appoints a new registered agent in the manner prescribed by law.

2. For so long as I serve as registered agent of the corporation I agree to maintain the registered office of the Corporation at the location identified in the Articles of Incorporation or at such other location in the manner permitted by law.

The name and address of the registered agent and office of the Corporation is:

GLENDYS F. MANTILLA
115 S. Lake Drive
Clearwater, Florida 34615

Signed: 

Glendys F. Mantilla

Title: President/Registered Agent

Date: 5-19-97

FILED
97 MAY 21 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. I have read and am familiar with the provisions of §§607.0501 - 607.0505 of the Florida Business Corporation Act, and agree to comply with the provisions of those and any other statutes relating to the proper and complete performance of my duties and obligations as Registered Agent.


GLENDYS F. MANTILLA

DATED: 5-19-97