

SAXTON R. GASKIN, III

Attorney at Law

Of Counsel:
John K. Finch

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -2 PH 4:25

May 28, 1997

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation - Classic Limousine, Inc.

Dear Sir/Madam:

Enclosed herewith please find the Articles of Incorporation for Classic Limousine, Inc., complete with designation of Resident Agent and Acceptance. May I request filing of the Articles and return of the certified copy of the Articles of Incorporation together with the initial Charter letter. I enclose herewith a check in the amount of \$122.50 for the filing and certified copy.

Should questions remain or you need further information, please do not hesitate to give me a call.

Respectfully Submitted,

[Signature]
for Saxton R. Gaskin, III

SRG/st
encl.

D. BROWN JUN - 3 1997

ARTICLES OF INCORPORATION

OF

CLASSIC LIMOUSINE, INC

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ARTICLE I. CORPORATE NAME.

The name of this corporation is: CLASSIC LIMOUSINE, INC.

ARTICLE II. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles and continuing until dissolved according to law.

ARTICLE III. NATURE OF BUSINESS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This Corporation is authorized to issue and have outstanding at any one time 7500 shares of \$1.00 par value per share common stock.

Par value shares may be issued only for a consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, all shares issued shall be deemed fully paid and nonassessable, with pre-empted rights as determined in the Bylaws to be adopted.

ARTICLE V. BOARD OF DIRECTORS.

This Corporation shall have three initial directors. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The name of the initial directors of this Corporation and their street addresses are:

PEDRO PEREZ - President
1724 Ridgeway Drive
Clearwater, Florida 34615

JEFF IOSA - Secretary
1645 Shaker Lane
Dunedin, FL 34698

ANGEL R. ALVIRA - Vice President
2690 Drew Street #1005
Clearwater, FL 34619

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VI. INDEMNIFICATION.

The corporation shall indemnify any present or former officer or director, or personal exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

PEDRO PEREZ
1724 Ridgeway Drive

Clearwater, Florida 34615

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ARTICLE X. PRINCIPAL OFFICE

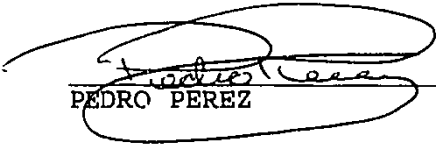
The street address, as well as, the mailing address of the Principal Office of this Corporation in the State of Florida is 1724 Ridgeway Drive, Clearwater, Florida 34615.

ARTICLE XI. REGISTERED OFFICE ADDRESS AND AGENT

The Registered Agent of this Corporation is JOHN K. FINCH, Esquire and the Registered Office of this Corporation in the State of Florida shall be 323 Main Street, Safety harbor, Florida 34695.


The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 30th day of May, 1997.


PEDRO PEREZ

STATE OF FLORIDA)
)SS.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 30th day of May, 1997, by PEDRO PEREZ, ~~who is personally known to me/who produced~~ EL D. L. 1620-660-68-08-9 as identification, and who did/did not take an oath.

 Tarrah Velleux
My Commission CC646692
Expires May 12, 2001


Notary Public
My Commission Expires: 5/12/2001

ACCEPTANCE

The undersigned, JOHN K. FINCH, Esquire, hereby accepts appointment as Registered Agent of the Corporation known as Classic Limousine, Inc.

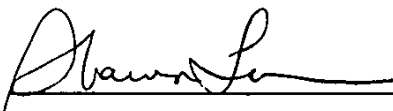

JOHN K. FINCH, ESQUIRE

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 30th
day of May, 1997, by JOHN K. FINCH, who is personally
known to me and ~~who did/did not~~ take an oath.



Shawn E Turner
My Commission CC589687
Expires Sep. 30, 2000



Notary Public
My Commission Expires: 9/30/2000