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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JAMES H. BENTLEY~~ *Greg Kwada*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: CARRIAGE LIMOUSINE SERVICE, INC.

AUDIT NUMBER.....H97000013414

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... *45*

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1997

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: CARRIAGE LIMOUSINE SERVICE, INC.
REF: W97000018823

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H97000013414
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
CARRIAGE LIMOUSINE SERVICE, INC.

ARTICLE I - NAME

The name of this corporation is:
CARRIAGE LIMOUSINE SERVICE, INC.

ARTICLE II - PRINCIPAL ADDRESS

1825 S.W. 177th Terrace
Miramar, Florida 33319

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and
acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of
\$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
Corporation is 500 South Australian Avenue, 10th Floor, West Palm
Beach, Florida 33401 and the name and address of the initial
registered agent is Kenneth A. Treadwell, 500 South Australian
Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The
number of Directors shall be established by the Bylaws and may be
either increased or diminished from time to time as provided in the
Bylaws.

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LEWIS, VEGOSEN, ROSENBACH & SILBER, P.A.
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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Kenneth A. Treadwell
500 South Australian Avenue - 10th Floor
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

ARTICLE XI - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Stockholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XII - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of August, 1997.

Kenneth A. Treadwell
Kenneth A. Treadwell, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

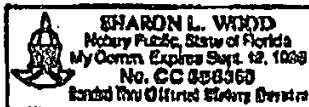
I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, Kenneth A. Treadwell, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 14th day of August, 1997.

Sharon L. Wood

Sharon L. Wood
Notary Public, State of Florida
Commission No. CC 388368

My commission expires:



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LEWIS, VIGOREN, ROSENBAUM & SILBER, P.A.
100 NORTH AUSTRALIAN AVENUE 10TH FLOOR, WEST PALM BEACH, FLORIDA 33411

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST -- THAT CARRIAGE LIMOUSINE SERVICE, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIRAMAR, STATE OF
FLORIDA, HAS NAMED KENNETH A. TREADWELL LOCATED AT 500 SOUTH
AUSTRALIAN AVENUE 10TH FLOOR, CITY OF WEST PALM BEACH, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Kenneth A. Treadwell
Kenneth A. Treadwell, Incorporator

DATED: AUGUST 14, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED 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 AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Kenneth A. Treadwell
Kenneth A. Treadwell, Registered Agent

DATED: AUGUST 14, 1997

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LEWIS, VROUSEN, ROSENBAUM & SILER, P.A.
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