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TRANSMITTAL LETTER

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

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-09/10/97--01030--005
****131.25 ****131.25

SUBJECT: Rent-A-Cab, Inc.
(Proposed corporate name - must include suffix)

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

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input checked="" type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Grady E. Braddock, Jr.
Name (printed or typed)

4075 Church Road
Address

Callahan, Florida 32011
City, State & Zip

(904) 355-8294
Daytime Telephone number

Grady GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 1
DATE 9/11/97
DOC. EXAM. 1.4m

FILED
97 SEP 10 AM 9:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TM-9/11/97

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
RENT-A-CAB, INC.

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

RENT-A-CAB, INC.

The address of the principal office of this corporation shall be 5320 Springfield Blvd, Jacksonville, FL 32206, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of stock having a par value of \$1.00 per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent of the corporation shall be Grady E. Braddock, Jr. whose street address is 4075 Church Road, Callahan, Florida 32011.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer initially. The name and street address of the initial officer who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:


Grady E. Braddock, Jr.
Pres./Sec./Treas.

4075 Church Road
Callahan, Florida 32011

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

The undersigned incorporators have executed these Articles of Incorporation this
1st day of September, 1997.


Grady E. Braddock, Jr.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Rent-A-Cab, Inc.

2. The name and address of the registered agent and office is:

Grady E. Braddock, Jr.
(Name)

4075 Church Road
(P.O. Box not acceptable)

Callahan, Florida 32011
(City/State/Zip)

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DIVISION OF CORPORATIONS, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Grady E. Braddock, Jr.
(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL