

P970000 97582

Aristocrat Luxury Transportation, Inc.
1985 Timberline Drive.
Naples, Florida 34109

November 1, 1997

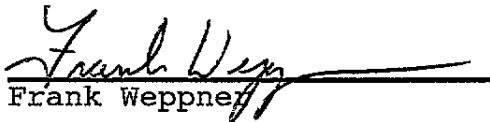
Department Of State
Division Of Corporations
P.O. Box 1500
Tallahassee, Florida 32302-1500

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-11/13/97--01013--007
****122.50 ****122.50

Subject: Aristocrat Luxury Transportation, Inc.

Enclosed please find an original Articles Of Incorporation for
the above corporation and check in the amount of \$122.50.

Sincerely,


Frank Weppner

FILED
97 NOV 12 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-11-17-97

Articles Of Incorporation
Of
Aristocrat Luxury Transportation, Inc.

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

ARTICLE I

The name of this corporation shall be: Aristocrat Luxury Transportation, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 1985 Timberline Drive, Naples, FL 34109

ARTICLE IV

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500), having a par value of \$1.00 per share.

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.

ARTICLE V

The name and address of the initial Registered Agent is:
Frank Weppner, 1985 Timberline Drive, Naples, FL 34109

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLE VI

This corporation shall have one Director constituting the initial Board Of Directors. The number of Directors may be either increased or decreased from time to time pursuant to the by-laws of the corporation. The name and address of the initial Board Of Directors of this corporation is: Frank Weppner, 1985 Timberline Drive, Naples, FL 34109

ARTICLE VII

The name and street address of the Incorporator to these Articles Of Incorporation is: Frank Weppner, 1985 Timberline Drive, Naples, FL 34109

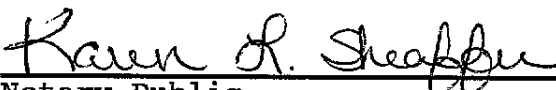
The undersigned has executed these Articles Of Incorporation this first day of November 1997.

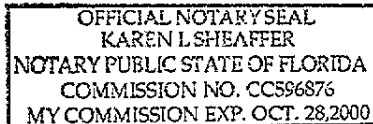

Frank Weppner Incorporator

State Of Florida
County Of Collier

I hereby certify that on this day, before me, an officer duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Frank Weppner, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and seal in the County and State last aforesaid this the first day of November 1997.


Notary Public
My Commission Expires:




personally known

Certificate Of Designation
Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501, 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: Aristocrat Luxury Transportation, Inc.
2. The name and address of the Registered Agent and Office is:
Frank Weppner, 1985 Timberline Drive, Naples, FL 34109

11/01/97



Frank Weppner, Registered Agent

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.

11/01/97



Frank Weppner, Registered Agent

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TALLAHASSEE, FLORIDA