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** TX STATUS REPORT **

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DIVISION OF CORPORATIONS

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Florida Department of State

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BASIC AMENDMENT

WORLD CLASS LIMOUSINES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.73

Restated Articles



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2000

WORLD CLASS LIMOUSINES, INC.
225 MIZNER BLVD., STE. 640
BOCA RATON, FL 33432

SUBJECT: WORLD CLASS LIMOUSINES, INC.
REF: P98000016046

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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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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000064279
Letter Number: 400A00062328

**RESTATED
ARTICLES OF INCORPORATION
OF
WORLD CLASS LIMOUSINES, INC.**

These Restated Articles of Incorporation of World Class Limousines, Inc. (the "Corporation") are being filed pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act. These Restated Articles of Incorporation have been unanimously approved by the Board of Directors of the Corporation and by the sole shareholder of the Corporation on December 8, 2000.

Article I

Name

The name of the corporation is WORLD CLASS LIMOUSINES, INC.

Article II

Duration

The corporation shall have perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of the corporation shall be: 601 N.W. 12th Avenue, Deerfield Beach, FL 33441.

Article V

Capital Stock

The total number of shares of stock which the Corporation shall have authority to issue is 40,000,000 shares, of which 20,000,000 shares shall be Common Stock having a par value of \$.001

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per share, and 20,000,000 shares shall be Preferred Stock having a par value of \$.001 per share (the "Preferred Stock").

Terms of Preferred Stock. The Board of Directors shall have authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution or resolutions providing for the issuance of shares of Preferred Stock in series, the following:

- (i) The number of shares which will constitute such series and the designation of such series;
- (ii) The voting powers, full or limited, of such series or that such series shall have no voting power;
- (iii) The rate of dividends payable on such series, the time or times when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether the dividends will be cumulative or non-cumulative;
- (iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate or rates or the price or prices at which a redemption shall take place with such adjustment as shall be provided and any other terms or conditions of any redemption;
- (v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such fund;
- (vi) The rights of the holders of shares upon the liquidation, dissolution or any distribution of the assets of the Corporation;
- (vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, the price or prices or rate or rates of exchange with such adjustments as shall be provided at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holder of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange; and

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(viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares.

Adjustment of Authorized Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation that is entitled to vote without a class vote of the Preferred Stock, or any class or series thereof, except as may be otherwise provided in the resolution or resolutions fixing the voting rights of such class or series.

Article VI Registered Office And Agent

The street address of the registered office of the corporation is 1200 S. Pine Island Road, Plantation, FL 33324, and the name of the initial registered agent of the corporation at that address is CT Corporation System.

Article VII Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article VIII Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

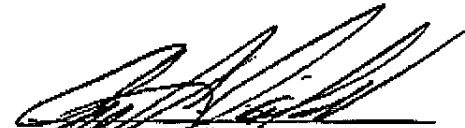
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Article IX
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of World Class Limousines, Inc. this 9 day of December, 2000.



Anthony P. Caliendo
President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

CT Corporation System

By: Vicky Goldstein

Registered Agent
VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

Dated: 12/8/00