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Rohan & Rohan-Williams

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4675 Ponce de Leon Blvd.  
Suite 302  
Coral Gables, FL 33146-2113

May 8, 1998

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: FLORIDA FOOD TAXI INC.

Gentlemen:

Enclosed please find my Trust Account check in the amount of \$122.50, together with one copy of the Articles of Incorporation on the above.

Kindly return a certified copy to the undersigned.

Sincerely,

  
Laurence J. Rohan

LJR/vjw

enclosures

FILED  
98 MAY 13 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FLORIDA FOOD TAXI INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article 1. Name of Corporation:

The name of the corporation shall be FLORIDA FOOD TAXI

Article 2. General Nature of the Business:

The general nature of the business is to engage in any lawful activity permitted under the Constitution and Statutes of the State of Florida.

Article 3. Stock:

The total number of shares authorized is 60 shares of common stock without par value, which stock shall be fully paid and non-assessable. Such stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid for in cash, labor or service.

Article 4. Capital:

The number of shares with which this corporation shall commence business is 60 shares of common stock without par value, and the amount of capital with which this corporation shall commence business shall not be less than \$500.00.

Article 5. Term:

The Corporation shall continue perpetually, unless sooner dissolved according to law.

Article 6. Corporation's Principal Office and Initial Registered Agent:

The corporation's principal office shall be located at: 13255 S.W. 137 Avenue #211 Miami, FL 33186 and the name of the initial Registered Agent is: Laurence J. Rohan, located at: 4675 Ponce de Leon Boulevard #302 Coral Gables, FL 33146-2113.

Article 7. Directors:

The business of the corporation shall be conducted by a Board of Directors, the number of which shall be fixed by the stockholders at any regular or called meeting, but the number of directors shall not be less than one nor more than seven. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of the stockholders, and the several officers, as the case may be, provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

Article 8. First Board of Directors:

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

Steven A. Brill	Leonardo F. Abreu	Naval Minguez
13255 S.W. 137 Ave.	13255 S.W. 137 Ave.	13255 S.W. 137 Ave.
#211	#211	#211
Miami, FL 33186	Miami, FL 33186	Miami, FL 33186

Article 9. Subscribers:

The proceeds of the stock subscribed for will be at least as

much as the amount necessary to begin business. The names and places of residence of the subscribers to the capital stock and the number of shares subscribed for by each are as follows:

LAURENCE J. ROHAN 60 shares  
4675 Ponce de Leon Boulevard #302  
Coral Gables FL 33146

Article 10. Officers:

The name and post office address of the officers, who subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

Steven A. Brill, President	Leonardo F. Abreu, Vice President
13255 S.W. 137 Avenue	13255 S.W. 137 Avenue
#211	#211
Miami, FL 33186	Miami, FL 33186

Naval Minguez, Secretary/Treasurer  
13255 S.W. 137 Avenue  
#211  
Miami, FL 33186

Article 11. Reservation:

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation, and all rights conferred upon stockholders are granted subject to this provision.

I, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of the Revised Corporation Law of the State of

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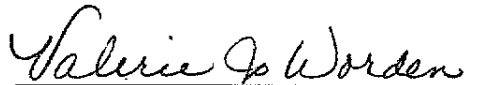
Florida, General Act 1925, and all amendments thereto, do make and file this certificate hereby declaring and certifying that the facts herein stated above are true, and do agree to take the number of shares stock hereinabove set forth, and have accordingly set my hand and seal this 24 day of May, 1998.



STATE OF FLORIDA

COUNTY OF MIAMI DADE

The foregoing instrument was acknowledged before me this 24 day of May, 1998, by LAURENCE J. ROHAN, who is personally known to me, and who did take an oath.

  
NOTARY PUBLIC

My Commission expires:



VALERIE JO WORDEN  
COMMISSION # CC 384265  
EXPIRES JUN 19, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

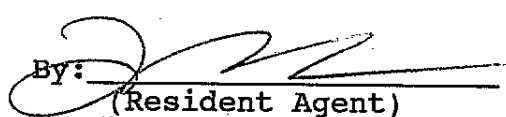
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98 MAY 13 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First.....That FLORIDA FOOD TAXI INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at the City of Miami, County of Dade, State of Florida, has named LAURENCE J. ROHAN, ESQUIRE, located at 4675 Ponce de Leon Blvd. #302 Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
(Resident Agent)