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ACCOUNT NO. : 07210000032

REFERENCE: 819790

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : May 14, 1998

ORDER TIME : 5:51 PM

ORDER NO. : 819790-005

CUSTOMER NO: 8960A

CUSTOMER: Debbie Miller, Legal Assistant

EDWARD E. LEVINSON, P.A.

Financial Federal Bldg.,ph-e

407 Lincoln Road

Miami Beach, FL 33139

700002525207--6

DOMESTIC FILING

NAME:

MIAMI BEACH PARKING ENFORCEMENT, INC.

EFFECTIVE DATE:

| XX | ARTICLES OF | INCORPORATION | |
|----|-------------|---------------|-------------|
| | CERTIFICATE | OF LIMITED | PARTNERSHIP |

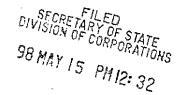
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

MIAMI BEACH PARKING ENFORCEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MIAMI BEACH PARKING ENFORCEMENT, INC.

The address of the principal office of this corporation shall be 1917 Purdy Avenue, Miami Beach, Florida 33139, 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. CAPITAL STOCK

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Financial Federal Building, PH-E, 407 Lincoln Road, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Edward E. Levinson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert A. Shenoff Dir.

1917 Purdy Avenue Miami Beach, Florida 33139

Alex Torres

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert A. Shenoff
Pres.

1917 Purdy Avenue Miami Beach, Florida 33139

Alex Torres V. Pres./Sec. Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 15, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozai

BSP

SECRETARY OF STATE DIVISION OF CORPORATIONS

98 MAY 15 PM 12: 32

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

| EDWARD E. LEVINSON an individual residing in |
|---|
| this state having a business office identical with the |
| registered office of the corporation named below, and |
| having been designated as the Registered Agent in the above |
| and foregoing Articles of Incorporation of |

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed name: EDWARD E. LEVINSON

मिनस्य - ११ अर्थान ११ - अन