

EDWARD de R. CAYIA, P.A.

ATTORNEY AT LAW

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May 26 1998

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

Re: CORPORATE TRANSPORTATION GROUP, INC.

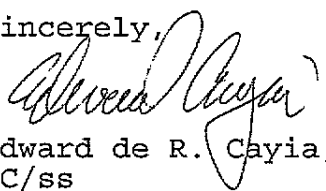
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$122.50 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your attention to this matter.

Sincerely,

  
Edward de R. Cayia, P.A.  
EC/ss  
Enclosures

8000002539238--4  
-05/28/98-01068-008  
\*\*\*122.50 \*\*\*122.50

FILED  
98 MAY 28 AM 8:04  
TALLAHASSEE, FLORIDA

CB  
6204

ARTICLES OF INCORPORATION  
OF  
CORPORATE TRANSPORTATION GROUP, INC.

**FILED**  
98 MAY 28 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be CORPORATE TRANSPORTATION GROUP, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized to operate passenger and/or commercial vehicles for hire; to provide such services in accordance with the laws of the State of Florida; and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is: 5725 N.W. 12th Street, Miami, FL 33126. The name of the registered agent of this corporation at that address is FRED GRUSKIN.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director initially. The number of Directors may be increased from time to time according to

the ByLaws. The names and addresses of the initial Directors of the corporation are LORI HYLAND and FRED GRUSKIN at 5725 N.W. 12th Street, Miami, FL 33126.

#### ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: FRED GRUSKIN of 5725 N.W. 12th Street, Miami, FL 33126..

#### ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

#### ARTICLE IX. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

#### ARTICLE X. SHAREHOLDER QUORUM AND VOTING

Sixty percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XI. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XII. DIRECTORS' TERMS

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

Two (2) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVI. INDEMNIFICATION

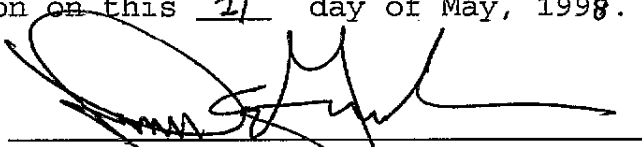
This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law.

ARTICLE XVII. AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

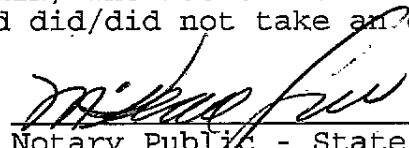
IN WITNESS WHEREOF, the undersigned incorporator has executed

these Articles of Incorporation on this 21 day of May, 1998.

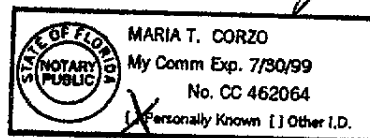
  
FRED GRUSKIN, Incorporator

STATE OF FLORIDA     )  
                                  ) ss.:  
COUNTY OF MIAMI DADE)

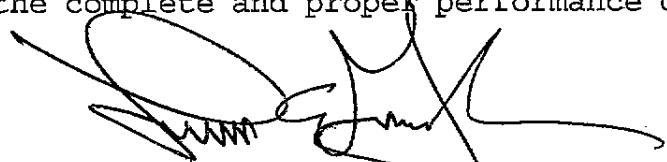
The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of May, 1998 by FRED GRUSKIN, who identified himself by DL G625-245-38-282, and did/did not take an oath.

  
Notary Public - State of Florida

My commission expires:



The undersigned, having been named as Registered Agent to accept Service of Process for CORPORATE TRANSPORTATION GROUP, INC. at 5725 N.W. 12th Street, Miami, FL 33126, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

  
FRED GRUSKIN, Reg. Agent

**FILED**  
98 MAY 28 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA