

SEP- 1-98 TUE 12:11 PM

P. 1

P98000076273

TERESA98 FLORIDA DIVISION OF CORPORATIONS
10:14 AM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H98000016309 0)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: ALL-AROUND TRANSPORTATION, INC. AUDIT NUMBER.....H98000016309 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 4 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
\$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
98 SEP -1 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-20031

9/1/98

11980000/6309

ARTICLES OF INCORPORATION

OF

ALL-AROUND TRANSPORTATION, INC.

THE UNDERSIGNED, HARRIS UDELL executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

- a. The name of this corporation shall be:

ALL-AROUND TRANSPORTATION, INC.

- b. The mailing address of this corporation shall be at:

5501 N. Military Trail Suite 111
Boca Raton, FL 33496

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the

Stuart A. Lipson, Esq.
Fla. Bar No. 885770
13899 Biscayne Blvd. #404
Miami, FL 33181
(305) 947-3000

98 SEP - 1 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

11980000/6309

#780000/6309

corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 5501 N. Military Trail Suite 111
Boca Raton, FL 33496

Registered Agent: HARRIS UDELL

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: HARRIS UDELL

ADDRESS: C/O 5501 N. Military Trail #111
Boca Raton, FL 33496

NAME: ADAM BLUMBERG

ADDRESS: C/O 5501 N. Military Trail #111
Boca Raton, FL 33496

#780000/6309

11980000/6309

ARTICLE VIII - INCORPORATOR


The name and address of the incorporator executing these Articles of Incorporation is:

NAME: HARRIS UDELL
ADDRESS: C/O 5501 N. Military Trail Suite 111,
Boca Raton, FL 33496

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 1998.


HARRIS UDELL, Incorporator

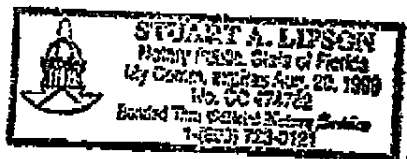
STATE OF FLORIDA

COUNTY OF DADE

SS:

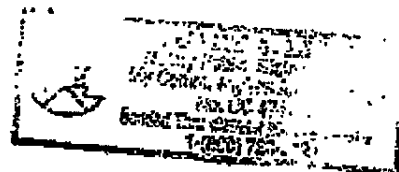
BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared HARRIS UDELL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 28th day of August, 1998, by HARRIS UDELL who is personally known to me or who has produced _____ as identification and who did take an oath.



Notary Public, State of Florida
NAME:
ADDRESS
SUITE
Commission No.
My commission expires:

11980000/6309



#980000/6309

**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 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

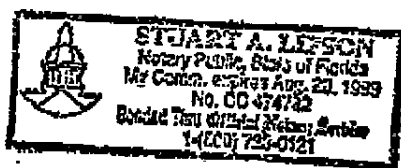
First, that ALL-AROUND TRANSPORTATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Boca Raton, Palm Beach County, State of Florida, has named HARRIS UDELL, located at 5501 N. Military Trail Suite 111, Boca Raton, FL 33496 as its agent to accept service of process within this state.


ACKNOWLEDGEMENT:

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 provisions of said Act relative to keeping open said office.


HARRIS UDELL,
Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 2nd day of August, 1998, by HARRIS UDELL who is personally known to me or who has produced _____ as identification and who did take an oath.




Notary Public, State of Florida
NAME:
ADDRESS
SUITE
Commission No.:
My commission expires:

FILED
98 SEP - 1 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#980000/6309