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September 3, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: N.Y.C. MADISON AVENUE LIMOUSINE SERVICE, INC.

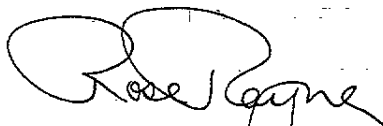
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent of the subject corporation. Please file the original and return a copy to the undersigned.

Also enclosed is our check in the amount of \$70 to cover your filing fee.

Thank you for your assistance in this matter.

Sincerely,



Rose K. Rayner
Legal Assistant to
Patrick F. Healy, Esq.

DMC
9/15/98

/rr
Enclosures

FILED
98 SEP -8 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
N.Y.C. MADISON AVENUE LIMOUSINE SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is N.Y.C. MADISON AVENUE LIMOUSINE SERVICE, INC.

ARTICLE II

The existence of the corporation shall begin on the filing of these articles.

ARTICLE III

The street address of the principal office of the corporation is 6005 N. Wickham Road, P-3, Melbourne, Florida 32940.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial registered agent for the corporation is JOSEPH R. O'LONE whose address is 3700 N. Harbor City Boulevard, Suite 1E, Melbourne, Florida 32935.

ARTICLE VI

The initial board of directors shall consist of three (3) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Joseph R. O'Lone	6005 N. Wickham Road, Melbourne, FL 32940
Deliece L. White	6005 N. Wickham Road, Melbourne, FL 32940
Francis J. Lenau	6005 N. Wickham Road, Melbourne, FL 32940

ARTICLE VII

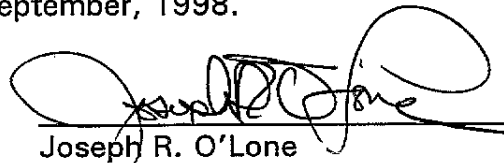
The name and street address of the person signing these articles of incorporation is:

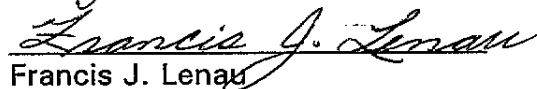
<u>Name</u>	<u>Address</u>
Joseph R. O'Lone	6005 N. Wickham Road, Melbourne, FL 32940
Francis J. Lenau	6005 N. Wickham Road, Melbourne, FL 32940

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

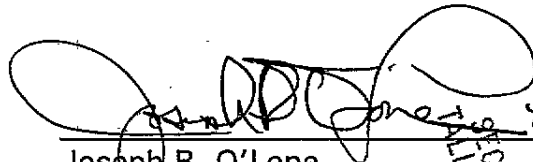
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 1st day of September, 1998.


Joseph R. O'Lone


Francis J. Lenau

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for N.Y.C. MADISON AVENUE LIMOUSINE SERVICE, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Joseph R. O'Lone

Date: SEPTEMBER 1, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA