

Laura de Oña, P.A.

ATTORNEYS AT LAW

Laura de Oña, Esq.

P98000081717

75 Valencia Avenue
Fourth Floor
Coral Gables, FL 33134
(305) 446-0640
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September 15, 1998

SENT VIA CERTIFIED MAIL

Secretary of State
State of Florida
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

100002643921-5
-09/18/98-D1034-008
****122.50 ****122.50

Re: AMERICAN PARKING SERVICES, INC.

Dear Sir/Madame:

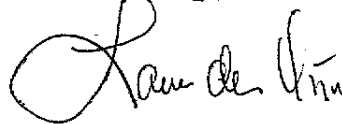
I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-referenced corporation. I am also enclosing a check in the sum of \$122.50 made payable to the Department of State which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ 35.00
TOTAL	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



Laura de Oña, Esq.

LdO/maw

enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.SMITH SEP 21 1998

**ARTICLES OF INCORPORATION
OF
AMERICAN PARKING SERVICES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be **AMERICAN PARKING SERVICES, INC.**

ARTICLE II

TERM

This corporation is to exist perpetually.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 75 Valencia Avenue, Suite 400, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Laura de Oña, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FL 32310

ARTICLE VI

PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation is 1942 S.W. 8th Street, Miami, FL 33125.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial director is as follows:

Miguel A. Cabral
Title: President, Secretary and
Treasurer
12344 S.W. 143rd Lane
Miami, FL 33186

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Miguel A. Cabral, 12344 S.W. 143rd Lane, Miami, FL 33186.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of September, 1998.



Miguel A. Cabral, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

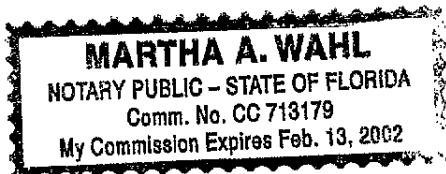
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Miguel A. Cabral**, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of September, 1998.

My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA



CERTIFICATE OF REGISTERED AGENT
OF
AMERICAN PARKING SERVICES, INC.

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That **AMERICAN PARKING SERVICES, INC.**, desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named Laura de Oña, P.A., 75 Valencia Avenue, 4th floor, Coral Gables, Florida 33134, County of Dade, agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 14th day of September, 1998.

LAURA DE OÑA, P.A.

By: _____

Laura de Oña, Esq.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Miguel A. Cabral**, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of September, 1998.

My Commission Expires:
PARKING\ART.CORP

NOTARY PUBLIC, STATE OF FLORIDA

MARTHA A. WADE

NOTARY PUBLIC - STATE OF FLORIDA

Comm. No. CC 713179

My Commission Expires Feb. 1999

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