



**GENERAL
BUSINESS
SERVICES®**

Coco Plum Plaza, Suite 8 • 2845 North Military Trail
West Palm Beach, Florida 33409
(561) 471-8899 • FAX (561) 471-8878 • fgbn48a@prodigy.com

MICHAEL J. FAIRCLOUGH, FCA

P980000082193

September 15, 1998

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

700002644087--8
-09/21/98--01008--017
****122.50 ****122.50

Re: South Florida Sedan, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, and the certificate designating resident agent with reference to the above captioned Corporation.

Also enclosed is a check made payable to the order of the Secretary of State in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy of Charter	\$52.50
Resident Agent Fee	<u>\$35.00</u>
Total	<u>\$122.50</u>

Please process this Corporation and return a certified copy of the Articles of Incorporation at your earliest convenience.

Thanking you in advance for your cooperation and attention in this matter.

Very truly yours,

M. J. Fairclough

Michael J. Fairclough, F.C.A.

DMC
9-22-98

(8)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, as a proper person acting as the incorporator of a corporation under the laws of the state of FLORIDA, adopts the following articles of incorporation:

FIRST The name of the corporation is:
 South Florida Sedan, Inc.

SECOND The Corporation shall have perpetual existence.

THIRD The purpose of the corporation is:

1. For the general purpose of owning, renting and operating a fleet of Limousines.

2. For the general purpose of investing in for profit in all kinds of real or personal property, including tangible and intangible, mixed or otherwise. To enter into other partnership agreements in the capacity of a general partner or limited partner, to become a member of a joint venture, or to participate in some form of syndication for investment.

3. To fabricate, assemble, buy, sell, and generally deal in goods and merchandise of every class and description, both real and personal.

4. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage, and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, by owner, agent, factor, or broker, and to erect dry walls, erect buildings, landscaping, lawn maintenance, and general construction.

5. To build, construct and alter houses, buildings, and structures of whatsoever kind or nature, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of

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whatsoever nature or kind, and to borrow money thereon by mortgage or otherwise.

6. To transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on as in connection with an auxiliary foregoing business.

7. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing business.

FOURTH The aggregate number of authorized shares is: One thousand (1,000) Shares. Such shares shall be of single class (Common Stock), and shall have a par value of One Dollar (\$1.00) per share.

FIFTH The Corporate existence shall begin effective September 21, 1998

SIXTH Cumulative voting of shares of stock is authorized.

SEVENTH The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

EIGHTH Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation

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acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which are convertible into or exchangeable for any stock of the Corporation of any class or classes or to which is pertinent any warrant or warrants or other investment or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

3. In the event of any shareholder wishing to sell his/her interests in the corporation for whatever reason (departing shareholder), such shareholder must first offer said interest to the other shareholder (purchasing shareholder). If the purchasing shareholder wishes to purchase such interest then he must provide the departing shareholder with a check for the value of his interest in the corporation, (Purchase Price, as herein defined) within 30 days of the offer.

4. It is understood by the parties that both shareholders are also employees of the corporation. If either shareholder should be unable or unwilling to continue as an employee of the corporation, (departing shareholder) for any reason, for a period of more than two months, then the purchasing shareholder shall have the right to purchase and the departing shareholder shall be obligated to sell the departing shareholder's interest in the Corporation at the Purchase Price (hereafter defined).

5. In the absence of any other agreement between the shareholders to the contrary, the Purchase Price of the Corporation for the purpose of this agreement shall be Fifty per Cent (50%) of the Net asset value of the Corporation. 'Net Assets' is defined as the market value of the tangible fixed assets and working capital less all liabilities of the corporation. The Purchase price shall also include goodwill, valued at Fifty per Cent (50%) of the net profit of the corporation for the proceeding year as shown in the tax

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return of the corporation.

6. If for any reason, the purchasing shareholder can not or does not wish to purchase the departing shareholder's interest in the corporation or if the parties can not agree as to the value of any of the assets of the corporation in arriving at the Purchase Price of the corporation, then the corporation will be dissolved and the proceeds shall be split between the shareholders.

NINTH Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

TENTH Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation. The Shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

ELEVENTH Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

TWELFTH These Articles of Incorporation may be amended only by written consent of all the shareholders.

THIRTEENTH The address of the initial registered office of the corporation is 2845 N. Military Trail, Suite 8, West Palm Beach, FL 33409 and the name of its initial registered agent at such address is: Michael J. Fairclough.

FOURTEENTH Address of the principal place of business is 611 East Woolbright Rd, Apartment 208, Boynton Beach, FL

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33435.

FIFTEENTH The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
<u>Steve Tischler</u>	<u>611 East Woolbright Rd, App.</u> <u>208, Boynton Beach, FL 33435.</u>
<u>Ken VanderSande</u>	<u>510 South 13th Court, Lantana,</u> <u>FL 33462</u>

SIXTEENTH The name and address of the incorporator is:

Name	Address
<u>Michael J. Fairclough</u>	<u>2845 N. Military Trail,</u> <u>Suite 8, West Palm Beach, FL 33409</u>

Date September 16, 1998

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SEVENTEENTH I hereby execute these Articles of Incorporation for the purposes therein expressed.

M. J. Fairclough

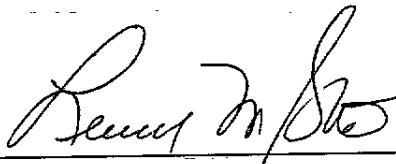
Michael J. Fairclough, F.C.A. EA


State of Florida

County of Palm Beach

I HEREBY CERTIFY that on this 16 day of Sept, 1998, Michael Fairclough personally appeared before me and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.


Notary Public, State of Florida
My Commission Expires:



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

FIRST: That South Florida Sedan, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boynton Beach in the State of Florida, has named Michael J. Fairclough located at 2845 Military Trail, Suite 8, West Palm Beach, Florida, as its Agent to accept service of process for the Corporation within this state.

Having been named to accept service of process for the above stated Corporation, at the 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.

M. J. Fairclough

Michael J. Fairclough FCA, EA

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