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Patrick J. Faucheux
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November 9, 1998

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

RE: Panama City Taxi, Inc.

Dear Sir or Madam:

I am enclosing herewith the original and a copy of the proposed Articles of Incorporation for the new corporation to be known as Panama City Taxi, Inc, together with my check in the amount of \$70.00 for the filing fee.

Also enclosed herewith, please find the original and a copy of the certificate designating place of business of the corporation and the acceptance of the designation as registered agent.

I respectfully request that you file these Articles of Incorporation and return proof of filing to me.

Very truly yours,

Patrick J. Faucheux

PJF/twr
Enclosures

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-11/10/98-01021-009
*****70.00 *****70.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF PANAMA CITY TAXI, INC.

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE: NAME

The name of the corporation is Panama City Taxi, Inc.

ARTICLE TWO: CORPORATE DURATION

The duration of the corporation is perpetual and shall commence upon filing.

ARTICLE THREE: PURPOSE OR PURPOSE

The general purpose for which the corporation is organized are:

1. Engage in the business of operation of a taxi cab service.
2. To transact any other lawful business for which corporations may be

incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors or the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

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

ARTICLE FOUR: CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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ARTICLE FIVE: REGISTERED AGENT

The street address of the initial registered office of the corporation is 8317 Front Beach Road, Panama City Beach, Florida, and the name of its initial registered agent at such address is Laure Marsh.

ARTICLE SIX: DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Jerry G. Loper
8317 Front Beach Road, Suite 15
Panama City Beach, FL 32407

Laure Marsh
8317 Front Beach Road, Suite 15
Panama City Beach, FL 32407

ARTICLE SEVEN: INCORPORATORS

The name and address of each incorporator is:

Jerry G. Loper
8317 Front Beach Road, Suite 15
Panama City Beach, FL 32407

EXECUTED by the undersigned at Panama City, Bay County, Florida, on the

9th day of November, 1998.



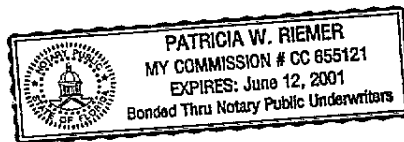
Jerry G. Loper, Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th day of November, 1998,
by Jerry G. Loper, who is personally known to me or produced

Fla. DL L160-427-48-456-0 as identification.

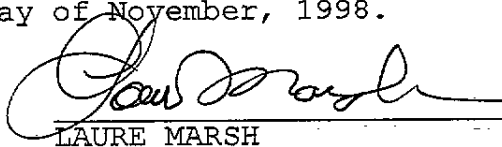
Patricia W. Riemer
Notary Public



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT FOR
PANAMA CITY TAXI, INC.

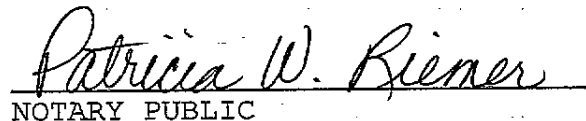
The undersigned employee of PANAMA CITY TAXI, INC., a corporation organized under the laws of the State of Florida, and having its principle place of business at 8317 Front Beach Road, Suite 15, Panama City Beach, Florida, 32407, on behalf of PANAMA CITY TAXI, INC., hereby accepts the designation by PANAMA CITY TAXI, INC., as its registered agent pursuant to Chapter 607, Florida Statutes.

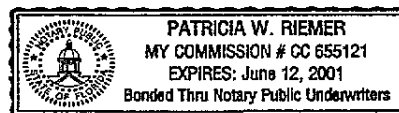
DATED this 9th day of November, 1998.


LAURE MARSH

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th day of November, 1998, by LAURE MARSH, who is personally known to me.


NOTARY PUBLIC



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