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November 13, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

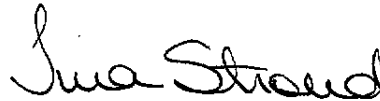
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RE: Incorporation of:
Millennium Limousine, Inc.

Dear Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation concerning the above for filing with your office along with a check in the amount of \$122.50 is enclosed to cover the cost of filing. Please forward the certified copy to my office at your earliest convenience. If you should have any questions, please advise.

Sincerely,



Tina Stroud
Legal Assisant to
MARK A. BEDNAR, ESQUIRE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

/tms
Enclosures

Please return to:
Mark A. Bednar, Esquire

TA-11/19/98

ARTICLES OF INCORPORATION
OF
MILLENNIUM LIMOUSINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: MILLENNIUM LIMOUSINE, INC.

ARTICLE II - DURATION

The corporation shall exist perpetually commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transaction any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2204 North 61st Avenue, Pensacola, Florida 32506, and the name of the registered agent for this JANIS MILLS, 2204 North 61st Avenue, Pensacola, Florida 32506.

these Articles of Incorporation.

ARTICLE XIII - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares of stock held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

ARTICLE XIV- TAX ARTICLE

It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 29th day of October, 1998.

Janis Mills
JANIS MILLS

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 29th day of October, 1998 by JANIS MILLS, who is personally known to me or who produced

FLDRIDA DRIVER LICENSE as identification and who did not take an oath.

Tina Stroud
NOTARY PUBLIC




TINA STROUD
My Commission CC550235
Expires Apr. 24, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

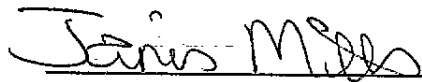
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is MILLENNIUM LIMOUSINE, INC.
2. The name and address of the registered agent and office is Janis Mills, 2204 North 61st Avenue, Pensacola, Florida 32506.



JANIS MILLS
2204 North 61st Avenue
Pensacola, Florida 32506

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.



JANIS MILLS

OCTOBER 29TH, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA