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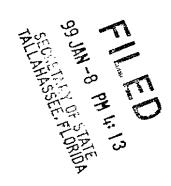
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CORPORATION NAME(S	s) AND DOCUMENT NUMBER(S Limousine Serv	S) (if known): TALLAHASSEE FLARIDA TALLAHASSEE FLARIDA
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		ALL CHARTER DOCS
Profit NonProfit Limited Liability Domestication Other	Amendment Resignation of R.A. Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	1000027351716 -01/08/9901087021 ****280.00 *****78.00 Certificate of FICTITIOUS NAME FICTITIOUS NAME SEARCH
Annual Report Fictitious Name Name Reservation	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	HONASS AND DESIGN OF CORPORATION OLVISION OF CORPORATION THE CONTRACTION THE CORPORATION THE CORPORATION
Ordered By:	<i>(</i>	RIG
Date:		

ARTICLES OF INCORPORATION

OF

B & E TRANSPORTATION SERVICE, INC.



The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby present these Articles of Incorporation for the formation of a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, do hereby make, subscribe, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I CORPORATE NAME

The name of this corporation shall be:

B & E TRANSPORTATION SERVICE, INC.

ARTICLE II PURPOSE

The general nature and purpose of the business to be transacted by this corporation shall be:

To engage in every phase and aspect of a limousine and vehicular management and services company.

To engage in any other type of lawful business for which the corporation or corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to Six Hundred (600) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV

The amount of capital with which this corporation shall commence business is not less than Two Hundred Fifty Dollars (\$250.00).

ARTICLE V DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing of the Articles of Incorporation and shall have perpetual existence unless dissolved according to law.

ARTICLE VI ADDRESS

The principal office and mailing address of this corporation shall be located at 18561 Sunburst Lane, Boca Raton, Florida 33496. However, the address may be changed to another location at a later date.

ARTICLE VII SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

EDWIN PIMS 18561 SUNBURST LANE BOCA RATON, FLORIDA 33496 ELAINE PIMS 18561 SUNBURST LANE BOCA RATON, FL. 33496

ARTICLE VIII BOARD OF DIRECTORS

The Directors constituting the initial Board of Directors shall be two (2) in number at this time but may change at any time thereafter. The names and addresses of the persons who will serve as board members are:

EDWIN PIMS 18561 SUNBURST LANE BOCA RATON, FLORIDA 33496

ELAINE PIMS 18561 SUNBURST LANE BOCA RATON, FL. 33496

ARTICLE IX

The original incorporator of this corporation shall have the right upon its organization to assign and deliver his subscription of stock or a specified number of stock shares thereof to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of said corporation; who upon acceptance of such assignment, shall stand in lieu of the incorporator and assume and carry out all the rights, liabilities and duties entailed by said subscriptions subject to the laws of the State of Florida and the execution of these instruments of assignment.

ARTICLE X OFFICERS

The names and addresses of the corporate officers of this corporation and the corporate offices held until a successor and or successors are elected are:

EDWIN PIMS 18561 SUNBURST LANE BOCA RATON, FLORIDA 33496

ELAINE PIMS 18561 SUNBURST LANE BOCA RATON, FL. 33496

PRESIDENT

VICE PRESIDENT & SECRETARY

ARTICLE XI

The corporation shall indemnify any Officer or Director of this corporation to the full extent as permitted by law.

ARTICLE XII STOCKHOLDERS

The names and addresses of the stockholders of this corporation and their percentage shares owned:

EDWIN PIMS 18561 SUNBURST LANE BOCA RATON, FL. 33496

ELAINE PIMS 18561 SUNBURST LANE BOCA RATON, FL. 33496

50% (FIFTY PERCENT)

50% (FIFTY PERCENT)

ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision or provisions thereof, contained in these Articles of Incorporation in the same manner now or hereafter prescribed by Statute, and all rights conferred upon its stockholders herein are granted subject to this condition.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the uses and purposes aforesaid and does hereby declare and certify that the facts contained herein are true, this 574 day of TANUARY, in the year 1999.



DESIGNATED REGISTERED AGENT AND OFFICE

The designated registered agent and office of B & E TRANSPORTATION SERVICE, INC. is:

> EDWIN PIMS 18561 SUNBURST LANE BOCA RATON, FL. 33496

and he will accept service of process for the above stated corporation at the place designated herein.

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 Edwin Tess EDWIN PIMS DATE: 1/5/99 agent.