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JOHN R.
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ATTORNEY AT LAW

JOHN R. LONERGAN
ALSO ADMITTED IN CONNECTICUT
MICHELLE B. LONERGAN, CPA
FIRM ADMINISTRATOR

January 12, 1999

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*****78.75 *****78.75

BY FEDERAL EXPRESS NEXT DAY

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Naples Airport Shuttle, Inc.
Articles of Incorporation - Filing

Dear Sir or Madam:

Enclosed you will find an original executed copy of the Articles of Incorporation including the certificate of registered agent and a conformed copy thereof for certification purposes for filing, for the above referenced corporation.

Also enclosed is a check for \$78.75 representing the Articles of Incorporation filing fee (\$35.00), registered agent designation filing fee (\$35.00) and certified copy fee (\$8.75).

Please send confirmation of filing and certified copy of the articles to the above address.
Thank you.

Very truly yours,

John R. Lonergan

Encl.

c: Client

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
NAPLES AIRPORT SHUTTLE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be **NAPLES AIRPORT SHUTTLE, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business is **2741 Gulf View Drive, Naples, Florida 34112** and mailing address of this corporation shall be **16295 David Road, #123, Fort Myers, Florida 33908.**

ARTICLE III - CAPITAL STOCK

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is **200 shares**. Each share shall have a par value of **\$0.01**.

ARTICLE IV - DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be:

Director:	Barry D Eastman
President:	Barry D. Eastman
Secretary:	Barry D. Eastman
Treasurer:	Barry D. Eastman

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ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**John R. Lonergan, Esq. 12520 World Plaza Lane, Suite 1
Fort Myers, Florida 33907**

ARTICLE VI - INCORPORATOR

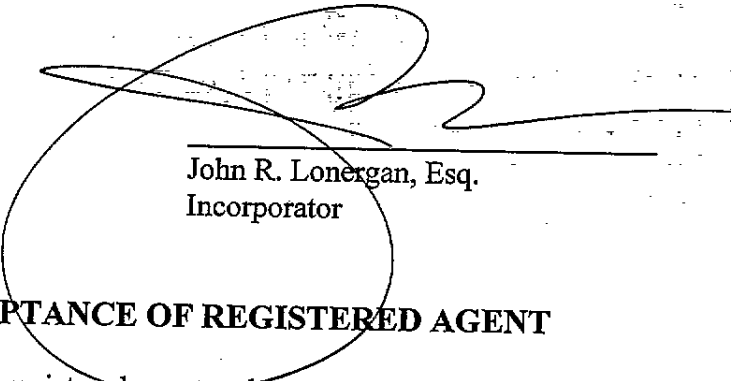
The name of the incorporator to these Articles of Incorporation is:

**John R. Lonergan, Esq. 12520 World Plaza Lane, Suite 1
Fort Myers, Florida 33907**

ARTICLE VI - EFFECTIVE DATE

The effective date of incorporation shall be **January 11, 1999.**

DATED January 11, 1999.



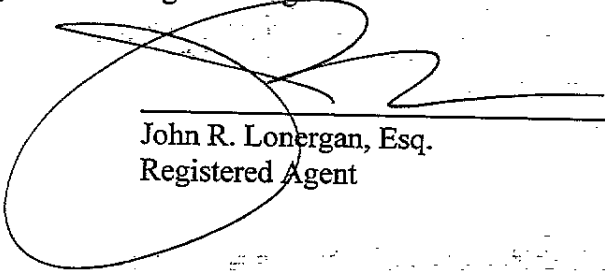
**John R. Lonergan, Esq.
Incorporator**

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DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT

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 January 11, 1999.



**John R. Lonergan, Esq.
Registered Agent**