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Mattlin & McClosky

FRED W. MATTLIN
GREGG W. McCLOSKEY
RONALD E. D'ANNA
STEVEN G. SCHWARTZ
MICHAEL J. IOANNOU
GORDON A. DIETERLE

LAW OFFICES
2300 GLADES ROAD
SUITE 400, EAST TOWER
BOCA RATON, FLORIDA 33431
TELEPHONE 561/368-9200
FACSIMILE 561/395-7050

LISA BISAGNI
DAVID J. PASCUZZI
EDWARD S. HAMMEL
GARY W. KOVACS
ROBERT S. HORWITZ

April 30, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

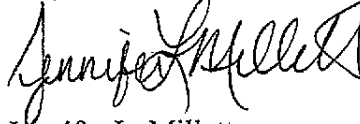
Re: Rodeo Drive Limousine, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and check number 41564 in the amount of \$ 78.75 made payable to the Secretary of State in connection with the formation of the above-references corporation pursuant to Chapter 607 of the Florida Statutes.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed envelope.

Very truly yours,



Jennifer L. Millett
Legal Assistant

JLM
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR
RODEO DRIVE LIMOUSINE, INC.**

The undersigned, for the purpose of forming a Florida professional corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the professional corporation shall be:

Rodeo Drive Limousine, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this professional corporation shall be:

1515 N. Federal Highway, Suite 405
Boca Raton, Florida 33432

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this professional corporation is authorized to have outstanding at one time is:

1000 Shares Of Common Stock.

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Gordon A. Dieterle, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

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TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This professional corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Gordon A. Dieterle
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the professional corporation shall be managed by, the Board of Directors. This professional corporation shall have one (3) directors, initially. The names and addresses of the initial members of the Board of Directors are:

Chairman of the Board
Sam Halim
1515 N. Federal Highway, Suite 405
Boca Raton, Florida 334

Member of the Board
William Provost
1515 N. Federal Highway, Suite 405
Boca Raton, Florida 334

Member of the Board
Seth Klein
1515 N. Federal Highway, Suite 405
Boca Raton, Florida 334

ARTICLE VIII. OFFICERS

This professional corporation shall have one (3) officers, initially. The names, addresses and positions of the initial officers are:

President

Sam Halim

1515 N. Federal Highway, Suite 405
Boca Raton, Florida 334

Vice President

William Provost

1515 N. Federal Highway, Suite 405
Boca Raton, Florida 334

Secretary

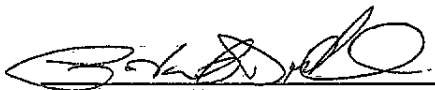
Deborah Lavalle

1515 N. Federal Highway, Suite 405
Boca Raton, Florida 334

ARTICLE IX. NATURE OF BUSINESS

This professional corporation may engage or transact in any and all lawful activities or businesses including the practice of medicine permitted under the laws of the United States, the State of Florida and any other state or territory.

The undersigned has executed these Articles of Incorporation this 30th day of April, 1999.



Gordon A. Dieterle, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the professional corporation, Rodeo Drive Limousine, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Gordon A. Dieterle, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated professional 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: April __, 1999.


Gordon A. Dieterle, Esquire

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