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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Paradise Parking (Corporation Name) Document #
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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 TALLAHASSEE FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION
of
PARADISE PARKING, INC.
a Florida Corporation

ARTICLE ONE

Name

The name of this corporation is:

PARADISE PARKING, INC.

ARTICLE TWO

The principal address of the corporation shall be:

1260 Drexel Avenue, No. 2

Miami Beach, Florida 33139

The Board of Director may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

ARTICLE THREE

Duration

The term of existence of the corporation shall be perpetual.

ARTICLE FOUR

Nature of Business

The general nature of the business to be transacted by this corporation is:

A. General business; and

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- B. To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.
- C. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE FIVE

Capital Stock

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is Six hundred (600) shares of common stock having Five (\$5.00) dollars Par value.

ARTICLE SIX

Initial Capital

The amount of capital with which this corporation will begin business is Five Hundred 00/00 (\$500.00) dollars.

ARTICLE SEVEN

Directors

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE EIGHT

Initial Director and Officer

A. The initial Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Director elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 4:00 o'clock, p.m., on the 10th day of JULY of each year, at 1260 Drexel Avenue, No. 2, Miami Beach, Florida 33139, or at such other time and place as the Board of Directors may designate from time to time, by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The name and address of such initial member of the Board of Directors is as follows:

ALLEN G. GABER
1260 Drexel Avenue, No. 2
Miami Beach, Florida 33139

B. CORPORATE OFFICERS.

The Board of Directors shall elect the following officers: President; Vice President; Secretary; and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Director to elect from time to time. Initially, such officers shall be elected at the first Annual Meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President:	ALLEN G. GABER
Vice President:	ALLEN G. GABER
Secretary:	ALLEN G. GABER
Treasurer:	ALLEN G. GABER

ARTICLE NINE

Subscribers

The name and residence address of the Subscribers of this corporation is as follows:

ALLEN G. GABER
1260 Drexel Avenue, No. 2
Miami Beach, Florida 33139

ARTICLE TEN

Registered Agent and Office


The name of the Corporation's Registered Agent and the address of the Corporation's Registered Office shall be:

ALLEN G. GABER
1260 Drexel Avenue, No. 2
Miami Beach, Florida 33139

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

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

1. The name of the corporation is: PARADISE PARKING, INC.
2. The name and address of the registered agent and office is:
ALLEN G. GABER
1260 Drexel Avenue, No. 2
MIAMI BEACH, FLORIDA 33139



ALLEN G. GABER,
President

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ACKNOWLEDGMENT

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.



ALLEN G. GABER

Dated: July 2, 1999