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LAW OFFICES
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Fort Lauderdale, Florida 33309-3328

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Ft. Lauderdale: (954) 735-4272
W. Palm Beach: (561) 712-8005
Facsimile: (954) 735-4268

STEVEN A. ZIPPER, ESQ.*
* Also Member CN, DC & NY Bars

July 29, 1999

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

Secretary of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Town Limousine Service, Inc.

Gentlemen:

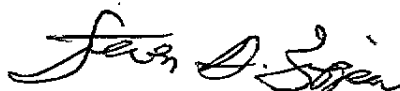
Enclosed please find the original and one (1) copy of Articles of Incorporation, together with a check in the amount of \$78.75.

This represents the cost of the filing fees, certified copy of Articles of Incorporation and fee for registered agent designation for the above-referenced corporation.

Please send the certified copy of the Articles of Incorporation to the corporation counsel's above-referenced address, and not to the corporation mailing address.

Thank you for your assistance in this regard, and if you have any further questions, please feel free to contact me at your earliest convenience.

Very truly yours,



Steven A. Zipper, Esq.
Attorney for Town Limousine Service, Inc.

Enclosure

cc: Paul Zarza

PH 8/13/99

ARTICLES OF INCORPORATION
of
TOWN LIMOUSINE SERVICE, INC.

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The undersigned hereby adopts the following Articles of STATE
Incorporation for the purpose of forming a corporation under the
TALLAHASSEE, FLORIDA
laws of Florida.

ARTICLE I - Name

The name of the corporation is: Town Limousine Service, Inc.

ARTICLE II - Commencement

The corporation shall commence its corporate existence on the date a corporate charter is granted by the state of Florida. The corporation shall exist perpetually.

ARTICLE III - General Purpose

The purpose for which this corporation has been formed is to engage in and transact any and all lawful business permitted under the laws of Florida and the United States.

ARTICLE IV - Capital Stock

The maximum number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) Shares of common stock with a par value of One Dollar (\$1.00) per share. The consideration actually payable for each share of stock shall be set by the Board of Directors. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended. The initial capital for the corporation shall be Five Hundred Dollars (\$500.00).

ARTICLE V - Place of Business and Registered Agent

The street address of the initial place of business of the corporation shall be: 13215 87th Street North, West Palm Beach, Florida 33412.

The name and street address of the initial registered agent for the corporation shall be: Paul Zarza, 13215 87th Street North, West Palm Beach, Florida 33142.

ARTICLE VI - Board of Directors

The corporation shall initially have two (2) directors, and the number of directors may thereafter be increased and later decreased in accordance with the By-Laws of the corporation. The name and address of the two (2) directors who shall hold office for the first year of corporate existence or until successors are elected or appointed are: Paul Zarza, 13215 87th Street North, West Palm Beach, Florida 33142 and Kay Bailey, 13215 87th Street North, West Palm Beach, Florida 33142.

ARTICLE VII - Incorporator

These Articles of Incorporation may be amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the shares entitled to vote thereon, or they may be amended in any other manner now or hereafter allowed by the laws of Florida.

IN WITNESS WHEREOF, the undersigned Kay Bailey, has executed these Articles of Incorporation this 30 day of July, 1999.

Kay Bailey
Kay Bailey
Signature of Incorporator

STATE OF FLORIDA

SS

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30 day of July, 1999 by Kay Bailey, who produced a Florida drivers license as identification and who did/did not take an oath.

William S. Holton

(signature of person taking acknowledgement)

William S. Holton

(name of person notarizing)

Notary

(title or rank)


(serial number, if any)



William S Holton
My Commission CC600796
Expires November 11, 2000

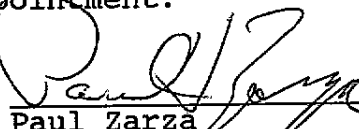
APPOINTMENT OF REGISTERED AGENT

The undersigned subscriber, Kay Bailey, to these Articles of Incorporation hereby appoints Paul Zarza of Town Limousine Service, Inc., as registered agent.


Kay Bailey
Signature of Subscriber

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for the corporation, Town Limousine Service, Inc., and understands the duties associated with such appointment.


Paul Zarza
Signature of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA