

Law Office of
ROBERT L. VAUGHN, P.A.

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P99000082756

September 10, 1999

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

200002984832-0
-09/13/99-01058-006
*****78.75 *****78.75

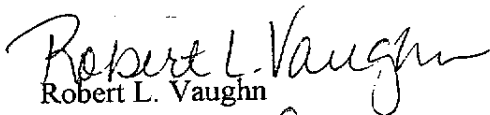
SUBJECT: Celebrity Limo, Inc.


Dear Custodian:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for the filing fee and certified copy.

Thank you for your cooperation.

Sincerely,


Robert L. Vaughn

Enclosures 

FILED
99 SEP 13 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(OK EC)

9/20/99 T.B.

FILED

99 SEP 13 PM 12:55

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-of-

CELEBRITY LIMO, INC.

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles of Incorporation for such Corporation:

The undersigned incorporators, 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 is Celebrity Limo, Inc.

Article II

Corporate Existence

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles of Incorporation with the Florida Department of State.

Article III

Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 100 shares of \$1.00 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation. Except where otherwise provided by law or by these Articles of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Cumulative Voting. There shall be no cumulative voting.

Section C. Pre-emptive Rights of Shareholders. The Corporation elects to have pre-emptive rights applicable to its shares in the manner and to the extent set forth below. The Shareholders of the Corporation shall have the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Corporation's Board of Directors to issue them and shall be provided a fair and reasonable opportunity to exercise such right on uniform terms and conditions prescribed by the Board of Directors. Such pre-emptive right may be waived by a Shareholder and written evidence of such waiver shall be irrevocable notwithstanding the fact that it is unsupported by consideration.

Article IV **Registered Agent And Office**

The address of the initial Registered Office of the Corporation is 11470 South Cleveland Avenue, Fort Myers, Florida 33907, and the name of its initial Registered Agent at such address is James Perkins.

Article V **Principal Office**

The address of the principal office of the Corporation is 11470 South Cleveland Avenue, Fort Myers, Florida 33907.

Article VI **Agent For Service Of Process**

The Department of State of the state of Florida is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The address to which the Department of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon it is 11470 South Cleveland Avenue, Fort Myers, Florida 33907.

Article VII
Incorporator

The name and address of the Incorporator is:

James Perkins
11470 South Cleveland Avenue
Fort Myers, Florida 33907

The Incorporator is a natural person over the age of eighteen years.

Article VIII
Purpose And Power

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

Article IX
Directors

The number of Directors constituting the initial Board of Directors is one. The name and address of the person, who is to serve as Director until the first annual meeting of Shareholders or until its successor is elected and shall qualify, is:

Name and Address

James Perkins
11470 South Cleveland Avenue
Fort Myers, Florida 33907

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles of Incorporation and Bylaws of the Corporation.

Article X
Committees

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least one Director, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

Article XI
Officers

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	James Perkins 11470 South Cleveland Avenue Fort Myers, Florida 33907
Vice President	James Perkins 11470 South Cleveland Avenue Fort Myers, Florida 33907
Secretary	James Perkins 11470 South Cleveland Avenue Fort Myers, Florida 33907
Treasurer	James Perkins 11470 South Cleveland Avenue Fort Myers, Florida 33907

Article XII
Corporate Seal

This Corporation shall not have a corporate seal.

Article XIII
Non-Liability Of Directors

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

Article XIV
Indemnification Of Directors

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XV
Indemnification Of Officer-Directors

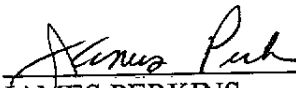
This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XVI
Amendment Of Articles

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated September 9, 1999.




JAMES PERKINS
Incorporator

JAMES PERKINS
(Signature of Registered Agent)

State of Florida)
) ss.
County of Lee)

(Seal, if any)


Notary Public in and for
said State

ROBERT L VAUGHN
My Commission CC541203
Expires Apr. 22, 2000