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C T CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

600001894056-12
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 *****70.00 *****70.00

Matthews Buses, Inc

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 TALLAHASSEE, FLORIDA

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 DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Matthows Buses, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. 16-0979756
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 13, 1971 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 2900 Route 9 - Malta
Ballston Spa, New York 12866
(Current mailing address)
8. Sale of used buses
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

Lisa K. Pastor

(Registered agent's signature) (Officer)

LISA K. PASTOR, ASST. SECRETARY

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Also see addendum

Chairman: Bruce R. Matthews

Address: 4 Tiffany Place

Saratoga Springs, NY 12866

Secretary

Vice-Chairman: Glenn J. Matthews

Address: 1478 Sequoia Circle

Toms River, NJ 08753

Director: Robert E. Matthews

Address: 4003-204 Meadowood Drive

Ft. Pierce, FL 34951

Director: Justine H. Matthews

Address: 4003-204 Meadowood Drive

Ft. Pierce, FL 34951

B. OFFICERS

Also see addendum

President: Mark E. Matthews

Address: 125 Circular Street

Saratoga Springs, NY 12866

Vice President: Robert C. Matthews

Address: 246 Main Street

Dansville, NY 14437

Secretary: Bruce R. Matthews

Address: 4 Tiffany Place

Saratoga Springs, NY 12866

Treasurer: Bruce R. Matthews

Address: 4 Tiffany Place

Saratoga Springs, NY 12066

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  10/30/96
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark Matthews
(Typed or printed name and capacity of person signing application)

**Addendum to Matthews Buses, Inc. Application by Foreign Corporation
for Authorization to Transact Business in Florida**

Additional Directors

**Mark E. Matthews
125 Circular Street
Saratoga Springs, NY 12866**

**Robert C. Matthews
246 Main Street
Dansville, NY 14437**

**Guy R. Matthews
1005 Treasure Lane
Vero Beach, FL 32963**

Additional Officers

**Vice President: Glenn J. Matthews
1478 Sequoia Circle
Toms River, NJ 08753**

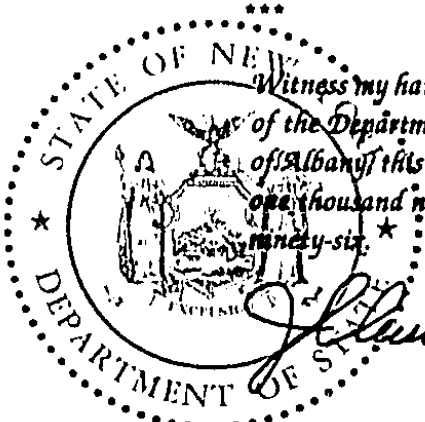
**Vice President: Guy R. Matthews
1005 Treasure Lane
Vero Beach, FL 32963**

State of New York
Department of State | **ss:**

I hereby certify, that the certificate of incorporation of MATTHEWS BUSES, INC. was filed on 01/13/1971, under the name of THOMAS BUS SALES AND SERVICE, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment THOMAS BUS SALES AND SERVICE, INC., changing name to MATTHEWS BUSES, INC., was filed 12/27/1974.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of October
one thousand nine hundred and
ninety-six.



J. Glushko

Special Deputy Secretary of State

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TALLAHASSEE, FLORIDA

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