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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

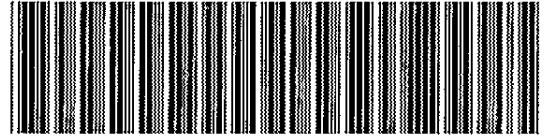
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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

November 12, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

Re: Order #: 5719016 SO
Customer Reference 1: 121017.20
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Durham School Services, L.P. (DE)
Registration
Florida

Durham School Services, L.P. (DE)
Assumed Name - Filing - Durham School Services
Florida

Durham Holding II, L.L.C. (DE)
Registration
Florida

File 1st

DURHAM TRANSPORTATION, INC. (CA)
Withdrawal
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Durham Holding II, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. 09/27/2002
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 9011 Mountain Ridge Drive, Suite 200, Austin, TX 78759-7222
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here
9. The usual business addresses of the managing members or managers are as follows:

National Express Corporation, 9011 Mountain Ridge Drive, Suite 200, Austin, TX 78759-7222

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____
To engage in any activity for which limited liability companies may be organized.

Chris M. Stone
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Chris M. Stone, Secretary
Typed or printed name of signee

FL

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Durham Holding II, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

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

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S..

C T Corporation System

By: _____

Jennifer J. McBurnett
(Signature)

Jennifer J. McBurnett
Assistant Secretary

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

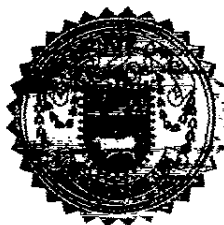
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DURHAM HOLDING II, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3574202 8300

AUTHENTICATION: 2080706

020691540

DATE: 11-08-02