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

1. Marcopolo of America, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
MARCOPOLO OF AMERICA, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the Corporation is **MARCOPOLO OF AMERICA, INC.** (hereinafter called the “Corporation”).

ARTICLE II – CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, \$.1.00 par value per share.

ARTICLE III – MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 12555 Orange Drive, Suite 257, Davie, Florida 33330

ARTICLE IV – INITIAL BOARD OF DIRECTORS

The Corporation’s Board of Directors (the “Board”) shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of three (3) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the initial directors of the Corporation are José Rubens De La Rosa, James Eduardo Bellini and Carlos Zignani whose addresses are Av. Marcopolo, 280 – Bairro Planalto, Zip Code 95086-200 – Caxias do Sul, RS - Brazil.

ARTICLE V – INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Corporation is Corporation Company of Miami, 1500 Miami Center, 201 S. Biscayne Boulevard, Miami, Florida 33131.

[Handwritten mark]

[Handwritten signature]

ARTICLE VI – INCORPORATOR

The name of the incorporator of the Corporation is Marcopolo Internatinal Corp., and the address of the incorporator is Chera Chambers, Road town, Torltola – British Virgin Islands – P.O. Box 3163.

ARTICLE VII – BY-LAWS

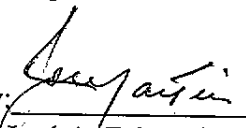
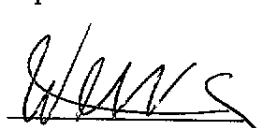
The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE VIII – AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 10 day of August, 2001.

Marcopolo International Corp.

By:  
José A. F. Martins and Raul Tessari
Directors



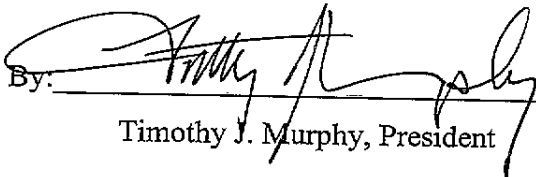
ACCEPTANCE BY REGISTERED AGENT

OF

MARCOPOLO OF AMERICA, INC.

Corporation Company of Miami, whose business address is 201 S. Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131, hereby accepts appointment as the initial registered agent of **MARCOPOLO OF AMERICA, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Corporation Company of Miami

By: 
Timothy J. Murphy, President

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