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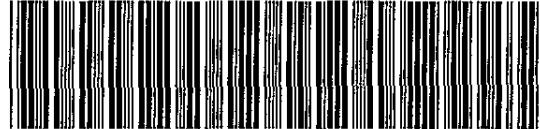
(Business Entity Name)

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TRANSMITTAL LETTER

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

SUBJECT: Flagler Transportation Services, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Heidi J. Eddins
Name (Printed or typed)

One Malaga Street
Address

St. Augustine, FL 32084
City, State & Zip

904-826-2398
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FLAGLER TRANSPORTATION SERVICES, INC.

In compliance with Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

Article I.
Name

The name of the corporation is Flagler Transportation Services, Inc. (the "Company").

Article II.
Principal Office

The principal place of business/ mailing address is One Malaga Street, St. Augustine, Florida 32084.

Article III.
Purpose

The corporation is organized for the purpose of engaging in all lawful activities and to do all other things, which may be necessary or desirable in connection with the foregoing.

Article IV.
Shares

The maximum number of shares this corporation is authorized to issue is 10,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters in which shareholders have the right to vote.

Article V.
Initial Officers and/or Directors

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
John D. McPherson	One Malaga Street St. Augustine, FL 32084
Gary W. Griffiths	One Malaga Street St. Augustine, FL 32084

Article VI.
Registered Agent

The name and Florida street address of the registered agent is Heidi J. Eddins, One Malaga Street, St. Augustine, FL 32084.

Article VII.
Incorporator

The name and address of the Incorporator is Heidi J. Eddins, One Malaga Street, St. Augustine, FL 32084

Article VIII.
Indemnification

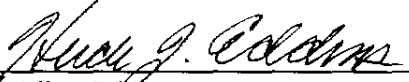
The corporation shall indemnify its directors, officers and employees to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 22nd day of April 2004.


Heidi J. Eddins

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Flagler Transportation Services, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.


Heidi J. Eddins

Date: April 22, 2004

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