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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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STATE
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY"

ACCOUNT NO. : 072100000032

REFERENCE : 221203 7266721

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : August 27, 2003

ORDER TIME : 11:35 AM

ORDER NO. : 221203-015

CUSTOMER NO: 7266721

CUSTOMER: Ms. Julie Mendoza
Pitney, Hardin, Kipp & Szuch
685 Third Avenue

New York, NY 10017

FOREIGN FILINGS

NAME: AMERICAN COACH LINES OF MIAMI,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Troy Todd -- EXT# 1140

EXAMINER: _____

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. American Coach Lines of Miami, 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. Delaware 3. 20-0187867
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 27, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3595 N.W. 110th Street, Miami, Florida
(Principal office address)
c/o Lincolnshire Management, Inc.
780 Third Avenue, 40th Floor, New York, New York 10017
(Current mailing address)
8. The ownership and/or operation of motor coaches and other vehicles, including related maintenance and garage facilities, for the transportation of passengers, as well as engaging in any other activity that corporations may lawfully engage in.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee Florida 32301
(City) (Zip code)
10. Registered agent's 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.

Corporation Service Company

Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. George J. Henry

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George J. Henry, President

(Typed or printed name and capacity of person signing application)

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RIDER 12 A

Directors

George J. Henry
c/o Lincolnshire Management, Inc.
780 Third Avenue
40th Floor
New York, NY 10017

Douglas H. Bagin
c/o Lincolnshire Management, Inc.
780 Third Avenue
40th Floor
New York, NY 10017

Michael C. Lee
c/o Lincolnshire Management, Inc.
780 Third Avenue
40th Floor
New York, NY 10017

RIDER 12B

Officers

President - - George J. Henry
c/o Lincolnshire Management, Inc.
780 Third Avenue
40th Floor
New York, NY 10017

Vice President & Secretary - - Douglas H. Bagin
c/o Lincolnshire Management, Inc.
780 Third Avenue
40th Floor
New York, NY 10017

Chief Financial Officer - - Michael C. Lee
c/o Lincolnshire Management, Inc.
780 Third Avenue
40th Floor
New York, NY 10017

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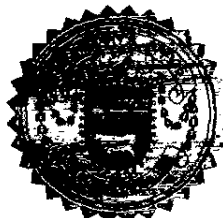
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN COACH LINES OF MIAMI, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN COACH LINES OF MIAMI, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2003.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2603926

DATE: 08-27-03

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