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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: EL EXPRESO OF TEXAS, INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

W96-16241

KATHLEEN SALISBURY
(Name of Person)
ROBERT R. NAGAMAN & ASSOCIATES
TRIAL LAWYERS & COUNSELLORS AT LAW
(Firm/Company)
P. O. Box 7639
(Address)
Naples, FL 34101-7639
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

KATHLEEN SALISBURY at (941) 643-3370
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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ROBERT R. HAGAMAN & ASSOCIATES
TRIAL LAWYERS & COUNSELORS AT LAW
CHARTERED

PERSONAL INJURY & WRONGFUL DEATH CASES; CIVIL LITIGATION; COMMERCIAL; CONSTRUCTION; DIVORCE; CHILD CUSTODY
CASES; STATE AND FEDERAL CRIMINAL CASES; JUVENILE; DUI; CERTIFIED; ARBITRATOR; MEDIATOR CIVIL LITIGATION & FAMILY
LAW CASES; STATE OF FLORIDA; BOARD CERTIFIED IN CRIMINAL LAW; FLORIDA BAR; NATIONAL BOARD OF TRIAL ADVOCACY

THE COMMONS SUITE 201 720 GOODLETTE ROAD NORTH
PO BOX 7639 NAPLES, FLORIDA 33941-7639
(941) 643-3370 (941) 643-6630 FAX

AUGUST 22, 1996

LEE RIVERS, DOCUMENT EXAMINER
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

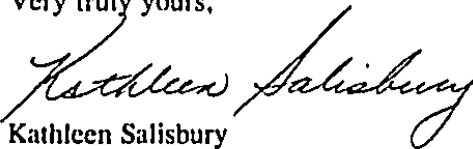
SUBJECT: EL EXPRESO OF TEXAS, INC.; REF. NUMBER: W96000016241;
RESOLUTION OF BOARD OF DIRECTORS

Dear Ms. Rivers:

Enclosed please find the original executed Resolution of Board of Directors adopting the name
"EL EXPRESO OF TEXAS, INC.", for use in Florida. Per your instructions, I am also
enclosing a copy of your letter of August 5, 1996.

Thank you for your assistance in this matter.

Very truly yours,


Kathleen Salisbury
Legal Assistant to Attorney Robert R. Hagaman

/ks

encs: As Stated
xc: Cesar O. Navarro

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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I, the undersigned CESAR O. NAVARRO, do hereby certify
(Name)

that this Resolution of the Board of Directors of EL EXPRESO, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of TEXAS,

was duly adopted on JULY 15, 19 96.

Be it resolved, that EL EXPRESO, INC.
(Corporate Name)

organized and existing in the State of TEXAS, hereby adopts the name

EL EXPRESO OF TEXAS, INC.,
for use in Florida.

Dated: JULY 30, 1996


Signature of either Chairman, Vice Chairman or any officer

CESAR O. NAVARRO
Type or print name

**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. El Expreso of Texas, 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 natural person or partnership if not so contained in the name at present.)

2. Texas 3. 76-0289769
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 11/17/89 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. P.O. Box 230459
Houston, Texas 77223-0459
(Current mailing address)

8. Bus Company - Interstate Operations Only
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

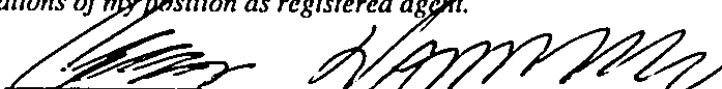
Name: Cesar O. Navarro

Office Address: #4B 550 New Market

Immokalee, Florida, 33934
(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.


(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Cesar O. Navarro

Address: 2201 Main St.

Houston, Texas 77002

Vice Chairman: Maricela Navarro

Address: 2201 Main St.

Houston, Texas 77002

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Cesar O. Navarro

Address: 2201 Main St.

Houston, Texas 77002

Vice President: Maricela Navarro

Address: 2201 Main St.

Houston, Texas 77002

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. CESAR O. NAVARRO, CHAIRMAN, PRESIDENT & CEO
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

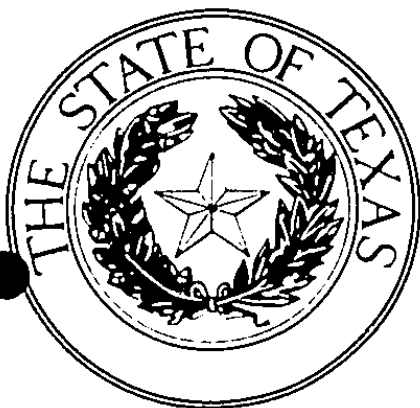
EL EXPRESO, INC.
CHARTER NO. 1133063-00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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were filed in this office and a certificate of incorporation was issued on

NOVEMBER 17, 1989;

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.**



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 24, 1996.*

1077.

Antonio O. Garza, Jr.
Secretary of State

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