



THE UNITED STATES
CORPORATION
COMPANY

F98000000422C

ACCOUNT NO. : 072100000032

REFERENCE : 897028 7111512

AUTHORIZATION :

Patricia Pygott

COST LIMIT : \$ 70.00

ORDER DATE : July 20, 1998

ORDER TIME : 3:06 PM

ORDER NO. : 897028-035

CUSTOMER NO: 7111512

400002597304--7

CUSTOMER: Ms. Stephanie A. Thomas
Coach Usa
One Riverway
Suite 500
Houston, TX 770561903

FOREIGN FILINGS

NAME: COACH LEASING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

98 JUL 23 PM 4:10
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
98 JUL 23 AM 8:27
DIVISION OF CORPORATION

mtm
7/24

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. COACH LEASING, 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. Illinois

(State or country under the law of which it is incorporated)

3. 37-136-8001

(FEI number, if applicable)

4. December 29, 1997

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

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

7. Suite 500, ONE RIVERWAY

HOUSTON, TX 77056

(Current mailing address)

TRANSPORTATION LEASING To engage in any act or activity for which corporations may be organized.

8. (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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

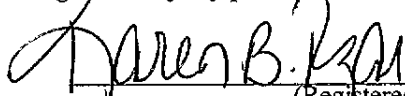
Florida,

32301

(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)

KAREN B. ROZAR, Assistant Vice President

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS

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

13. Stephanie A. Thomas
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEPHANIE A. THOMAS, Assistant Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS:

Douglas M. Berny
Director

Richard H. Kristinik
Director

John Mercadante, Jr.
Director

OFFICERS:

Douglas M. Berny
Vice President, Corporate Secretary

Lawrence King
Chief Financial Officer

Richard H. Kristinik
Chief Executive Officer

Stephanie A. Thomas
Assistant Corporate Secretary

Raymond Turner
Treasurer, Assistant Corporate Secretary

Steve Zellers
Assistant Corporate Secretary

Primary Address:

Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA

Same

Same

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One Riverway, Suite 500
Houston, TX 77056-1903 USA

Same

Same

Same

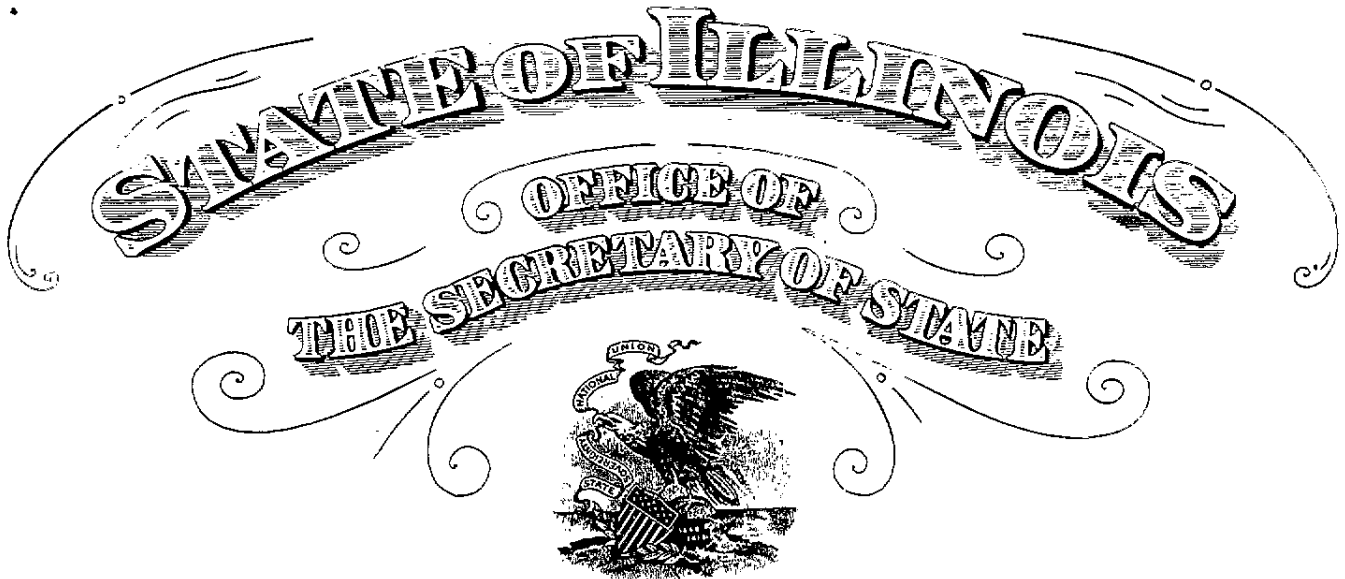
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DIVISION OF CORPORATE AFFAIRS

File Number 5973-243-9



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that COACH LEASING, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 29, 1997, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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DIVISION OF RECORDS
JUL 23 AM 8:17



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 21ST
day of JULY A.D., 19 98

George H. Ryan
SECRETARY OF STATE