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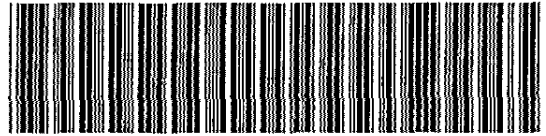
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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

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Florida Transit Systems, Inc.

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
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- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
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Signature

Requested by:

Name

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**ARTICLES OF ORGANIZATION OF
FLORIDA TRANSIT SYSTEMS, LLC**

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declared that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be FLORIDA TRANSIT SYSTEMS, LLC and its principal office shall be located at 1165 Trotwood Blvd., in the City of Winter Springs, County of Seminole, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purpose, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purpose, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others

incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expresses, be in no way limited or restricted by reference to or inference from the terms of any other clauses. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Carl Tellez
1165 Trotwood Boulevard
Winter Springs, Florida 32708

Justin Horen
1265 Pine Avenue
Orlando, Florida 32824

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other events that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses

of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Carl Tellez - 51%
Justin Horen - 49%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being February 1, 2005.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Carl Tellez - 51%
Justin Horen - 49%

ARTICLE VIII DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

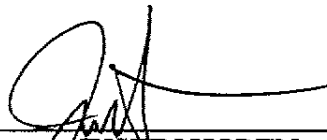
The address of the initial registered office of the limited liability company is 1165 Trotwood Blvd., City of Winter Springs, County of Seminole, State of Florida, and the name of the company's initial registered agent is Carey N. Bos, 723 E. Colonial Dr., Suite 200, Orlando, Florida, 32803.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of FLORIDA TRANSIT SYSTEMS, LLC.

Executed by the undersigned at Orlando, Orange County, Florida, this 27th day of April, 2005.



CARL TELLEZ



JUSTIN HOREN

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
COUNTY OF ORANGE) ss:

Pursuant to the provisions of Sections 608.415 and 608.417(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is FLORIDA TRANSIT SYSTEMS, LLC.

The name of the registered agent for FLORIDA TRANSIT SYSTEMS, LLC is CAREY N. BOS and the street address of the company's principal office where the agent is located is 723 East Colonial Drive, Suite 200, Orlando, Florida, 32803.


This statement is to acknowledge that, as indicated above, FLORIDA TRANSIT SYSTEMS, LLC has appointed me, CAREY N. BOS, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 4th day of May, 2005.



CAREY N. BOS

The foregoing instrument was acknowledged before me this 4th day of May, 2005 by CAREY N. BOS, agent on behalf of FLORIDA TRANSIT SYSTEMS, LLC, a limited liability company. He is personally known to me ~~or has produced~~ as identification.



Notary Public, State of Florida
NANCY ANN DONALDSON
(Name of Notary - Printed or typed)



Nancy Ann Donaldson
Commission #DD338899
Expires: Jul 22, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

My commission expires: _____