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DRAGE, DE BEAUBIEN, KNIGHT, SIMMONS, MANTZARIS & NEAL FILED

ATTORNEYS AND COUNSELLORS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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August 16, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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EDUARDO RODRIGUEZ°
BEN ROSSI, JR.
ELMER SANCHEZ
MARIA B. VAZQUEZ

† ALSO ADMITTED TO KANSAS BAR

° ALSO ADMITTED TO PUERTO RICO BAR

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

Re: Orange District Bus Operators
and Attendants Association, Inc.

EFFECTIVE DATE
08/11/00

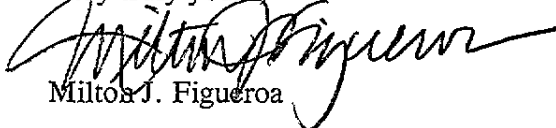
Dear Sir or Madam:

Enclosed are the signed original and a signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$87.50 for the filing and certified copy fees.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation to this office.

Thank you in advance for your assistance. If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Milton J. Figueroa

MJF:mjf
Enclosures

R2
8/24/00

ARTICLES OF INCORPORATION
OF
Orange District Bus Operators and Attendants Association, Inc.

FILED
00 AUG 18 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a nonprofit corporation under Florida Statutes Chapter 617 and adopts the following Articles of Incorporation for such nonprofit corporation:

ARTICLE ONE
NAME AND PRINCIPAL ADDRESS OF CORPORATION

EFFECTIVE DATE
08/11/00

The name of this Florida Not for Profit Corporation is Orange District Bus Operators and Attendants Association, Inc. ("Corporation"). The principal place of operation, and mailing address of the corporation is: P.O. Box 1067, Apopka, Florida 32704-1067.

ARTICLE TWO
NOT FOR PROFIT

This Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation are distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE THREE
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE FOUR
PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. To represent and create a mechanism to advance and protect the rights and obligations of the Orange District Bus Operators and Attendants who work for the Orange County School District in Florida.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort of

nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Section 501(c)(5) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a State or local government, for a public purpose. Any such asset not so disposed shall be disposed of by the Circuit Court in and for Orange County, Florida or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

E. Said corporation is organized exclusively labor purposes within the meaning of the current Section 501(c)(5) of the Internal Revenue Code and its applicable regulations, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(5) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

ARTICLE FIVE LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four (Purposes) hereof.

ARTICLE SIX MEMBERSHIP

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation. The method for the election of Trustees shall be regulated by the Bylaws of the Corporation.

ARTICLE SEVEN INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the corporation is: Milton J. Figueroa, Esquire, 332 N. Magnolia Avenue, Orlando, Florida 32802.

ARTICLE EIGHT
INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is nine. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Nancy Byrom
125 Hillsborough Dr.
Sorrento, FL 32776

Phillip Mathes
226 Lovell Lane
Apopka, FL 32703

Lloyd Abrahams
2605 Reep Ct.
Orlando, FL 32805

Enrique Goyzueta
123 Bonaitt Blvd
Orlando, FL

Art Jordan
3300 Royal St.
Winter Park, FL 32792

Donna Bell
131 Murdock Blvd.
Orlando, FL 32825

Dana Perryman
1131 Murdock Blvd.
Orlando, FL 32825

Leroy Jones
4516 Scenla Lake Dr.
Orlando, FL 32808

Leona Shermon
13506 Ivy Brooke Ln
Orlando, FL 32828

ARTICLE NINE
OFFICERS

The Officers of the Corporation shall consist of a President, First Vice-President, Second Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Patrick Stallings
President
2344 Derbyshine Rd.
Maitland, FL 32751

Richard Gates
First Vice-President
2456 Beach Ave.
Apopka, FL 32703

Jose Torres
Second Vice-President
919 East Broadway St.
Oviedo, FL 32765

Denise Merchant
Secretary
635 Wood Lane Cr.
Apopka, FL 32703

Linda Byrd
Treasurer
621 South Bradshaw St.
Apopka, FL 32703

ARTICLE TEN
INCORPORATOR

The name and address of the incorporator is Patrick Stallings, 2344 Derbyshine Rd. Maitland, FL 32751.

ARTICLE ELEVEN
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE TWELVE
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporations or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE THIRTEEN
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE FOURTEEN
BYLAWS

The power to adopt, alter, amend and repeals the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE FIFTEEN
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE SIXTEEN
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

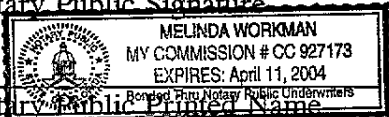
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the
11th day of August, 2000.

Patrick Stallings
PATRICK STALLINGS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of
August, 2000, by PATRICK STALLINGS, who is personally known to me or who
has provided FL # S345-673-40-161-9 as identification, and who did take an oath.

Melinda S. Workman
Notary Public Signature

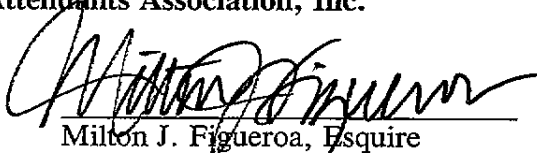


Notary Public Printed Name

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for
Orange District Bus Operators and Attendants Association, Inc.



Milton J. Figueroa, Esquire
332 N. Magnolia Avenue
Orlando, Florida 32802

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of
August, 2000, by MILTON J. FIGUEROA, who, is personally known to me or
who has provided personally known as identification, and who did take an oath.

Melinda S. Workman
Notary Public Signature



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA