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LEE M. MILLINGEN

April 22, 1996

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

[illegible]

Re: Partnership For Central Florida's Transportation  
Future, Inc.

**Gentlemen:**

Enclosed for filing with your office please find the original and one copy of the Articles of Incorporation for the referenced non-profit corporation. Also enclosed is this firm's check in the amount of \$70.00 for filing fee and Registered Agent Designation fee.

Please send the stamped copy of the Articles to the undersigned in the enclosed self-addressed and stamped envelope. Thank you for your assistance.

Please do not hesitate to contact the undersigned should you have any questions.

Yours very truly,

R. Lee Bennett

RLB/reb

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

STATE OF FLORIDA  
JACKSONVILLE, FLORIDA

PARTNERSHIP FOR CENTRAL FLORIDA'S TRANSPORTATION FUTURE, INC.

The undersigned heroby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: Partnership For Central Florida's Transportation Future, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall initially be 25 South Magnolia Avenue, Orlando, Florida 32801.

ARTICLE III - PURPOSES

The purposes for which the corporation is organized are:

To pursue and promote the common economic interests of its members as a trade association dedicated to the improvement of commercial ground transportation enterprises using the highways, roads and streets of Central Florida on a daily basis. In pursuit of this purpose, the Corporation shall:

- observe, analyze and report to its members the activities of the governmental and privately-funded organizations involved in the planning for ground transportation in Orange, Seminole, and Osceola Counties
- promote privately-owned and operated commercial ground transportation enterprises in Central Florida
- develop and disseminate information, and take positions on, ground transportation issues, and the earmarking and usage of governmental funds for streets, roads and highways and for non-transportation uses
- explore and create alliances and coalitions where appropriate and useful to the members
- seek to ensure fair representation of its members on boards and authorities that regulate and fund ground transportation activities in Central Florida

- when necessary, to educate the public about the plans, programs, and usages of funds for ground transportation service by national, state, and local governments, authorities and agencies in order to develop in the public an understanding and appreciation for issues involving the movement of people by various modes of transportation in and about Central Florida.

In general, the Corporation may do any and all acts and things, and exercise any and all powers that now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

No part of the Corporation's net earnings will inure to the benefit of any private member or individual. The Corporation is not formed or organized for profit or to engage in any activities ordinarily carried on for profit. To that end the Corporation shall be primarily supported by its membership dues and other income from activities substantially related to its purposes.

The purposes for which this corporation is organized shall be limited to those which are strictly supportive of its stated purposes. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by an organization, the activities of which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as amended from time to time, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, director, or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation and except for the reasonable reimbursement of expenses.

#### ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is John Barry, 25 South Magnolia Avenue, Orlando, Florida 32801.

#### ARTICLE V - NAMES AND ADDRESSES OF INCORPORATOR

The name and address of the incorporator for these Articles of Incorporation is John Barry, 25 South Magnolia Avenue, Orlando, Florida 32801.

#### ARTICLE VI - POWERS

The corporation shall have all the powers granted to not for profit corporations under Section 617.0302 of the Florida Statutes which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as an organization under Section 501(c)(6), as amended, of the Internal Revenue Code and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. The corporation may lobby legislative and regulatory bodies to achieve its purposes so long as such activities are germane to the expressed purposes, but only through the direct efforts of the members. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any member or private individual.

#### ARTICLE VII - MEMBERS

Members of the corporation shall consist of individuals or legal entities directly engaged in the business of providing ground transportation services for profit, with and without drivers, such as tour operators, taxicab companies, car rental firms, private bus and freight lines, in and about Orange, Seminole, and Osceola Counties; such members shall be voting members of the corporation for the sole purposes of electing the Board of Directors, the President, and the Vice President. Each member shall have one vote.

To become a member of the corporation, a Person shall be elected by a majority vote of the Board of Directors to be a voting member of the corporation. When an individual or legal entity ceases to be a member of the Board of Directors, the member shall cease to be a member of the corporation until such time as a majority of the Board of Directors vote to make the individual or legal entity a voting member of the corporation.

The Board of Directors may establish other classes of members, with or without voting rights, who shall be elected or appointed by a majority vote of the Board of Directors.

ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IX - DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be fixed by resolution of the Board of Directors of this corporation and in no event shall the corporation have less than three (3) nor more than eleven (11) directors. The Board of Directors may delegate some or all of their duties and responsibilities to an Executive Committee as provided for in the By-Laws to the extent permitted by Section 617.0825 of the Florida Statutes. Annual elections will be held on the date selected by the Board of Directors. Election shall be by a majority vote of the voting members of this corporation in attendance at the annual meeting of the membership of this corporation.

The initial Board of Directors and Officers of the corporation shall be the following persons:

James Burrell  
Charles Carns  
James Meade  
James Shapiro  
Jay Kaplan

President  
Vice President  
Secretary/Treasurer

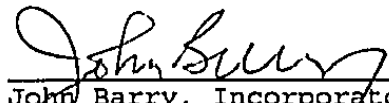
ARTICLE X - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be amended, altered, or repealed by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the By-Laws.

ARTICLE XI - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have set my hand and seal this 22 day of April, 1996.

  
John Barry, Incorporator

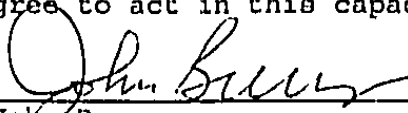
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of Partnership For Central Florida's Transportation Future, Inc., I hereby accept and agree to act in this capacity.

  
John Barry

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