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February 22, 2000

Department of State
Corporate Records Bureau
409 E. Gaines St.
Tallahassee, FL 32301

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-02/24/00--01079-009

*****70.00 *****70.00

Re: TOP CLASS SHUTTLE, INC.

Dear Sir:

EFFECTIVE DATE
03-01-00

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$70.00 to cover filing fees. Please return a file marked copy back to our office at your earliest convenience.

If you should have any questions, please do not hesitate to contact our office.

Sincerely,



Michael A. Flowers
MAF:pb
Enclosures as stated

FILED
00 FEB 24 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 1 2000

FILED

ARTICLES OF INCORPORATION

00 FEB 24 AM 9:58

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOP CLASS SHUTTLE, INC.

In compliance with the requirements of *Florida Statute Chapter 607*, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is TOP CLASS SHUTTLE, INC.

EFFECTIVE DATE

03-01-00

ARTICLE II

The existence of the corporation shall begin on March 1, 2000.

ARTICLE III

The street address of the principal office of the Corporation is 820 Tanager, Lot 1, Ft. Walton Beach, Florida 32547.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 820 Tanager, Lot 1, Ft. Walton Beach, Florida 32547. The initial registered agent for the Corporation at that address is Rodney R. Haynes.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The names and address of the persons who will serve on the initial board of directors are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Rodney R. Haynes | 820 Tanager, Lot 1 Ft. Walton Beach, FL 32547 |

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Rodney R. Haynes | 820 Tanager, Lot 1 Ft. Walton Beach, FL 32547 |

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed

these articles of incorporation this 22ND day of FEBRUARY, 2000.

Rodney R. Haynes
RODNEY R. HAYNES

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TOP CLASS SHUTTLE, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.0501(3).

Rodney R. Haynes
RODNEY R. HAYNES

Date: FEBRUARY 22, 2000