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BASIC AMENDMENT

BROWNING BUS SERVICE, INC.

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**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State

August 30, 2000

BROWNING BUS SERVICE, INC.
5834 RICHARD STREET
JACKSONVILLE, FL 32216**SUBJECT: BROWNING BUS SERVICE, INC.**
REF: P00000067569

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please accept our apology for failing to mention this in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Darlene Connell
Corporate Specialist**FAX Aud. #: H00000045172**
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(850)487-6013

08/29/00 10:42 Fl Dept of State

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 29, 2000

BROWNING BUS SERVICE, INC.
5834 RICHARD STREET
JACKSONVILLE, FL 32216

SUBJECT: BROWNING BUS SERVICE, INC.
REF: P00000067569

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000045172
Letter Number: 800A00046051

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF BROWNING BUS SERVICE, INC.**

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect the following amendments to the Articles of Incorporation of Browning Bus Service, Inc., and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of Browning Bus Service, Inc., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is Browning Bus Service, Inc.
2. The Articles of Incorporation of Browning Bus Service, Inc. have been amended by deleting Article I in its entirety and by substituting in lieu thereof the following Article:

"Article I

Section 1.1 Name. The name of this corporation is Student Xpress, of Jacksonville, Inc."

3. Article II has been amended in its entirety by substituting in lieu thereof the following Article:

"Article II

Section 2.1 Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 1548 Lancaster Terrace, Jacksonville, FL 32204."

4. Article VIII has been amended in its entirety by substituting in lieu thereof the following Article:

"Article VIII

Section 8.1 Number. This corporation shall have three (3) directors. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2 Current Directors. The names and street addresses of the current directors of the corporation are.

John D. Corr, Jr.
5834 Richard St.
Jacksonville, Florida 32216

Nestor Zaragosa
5834 Richard St.
Jacksonville, Florida 32216

Tim Flood
5834 Richard St.
Jacksonville, Florida 32211

5. In accordance with Florida Statute Section 607.1003, the referred to amendments were adopted by the Board of Directors on August 28th, 2000, and written consent to the said Amendments was given on August 28th, 2000, by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendments by the stockholders is sufficient for approval of the Amendments by all voting groups of the Corporation.

6. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendments shall become effective and the Articles of Incorporation of Browning Bus Service, Inc. shall be deemed to be amended accordingly.

DATED this 28th day of August, 2000.



JOHN D. CORR, JR.
President