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SENT VIA FEDERAL EXPRESS

15970 Southwest 72nd Terrace
Miami, Florida 33193

(305) 388-5332

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*****78.75 *****78.75

August 30, 2000

SECRETARY OF STATE
STATE OF FLORIDA
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
00 AUG 31 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In re: America Transportation & Travel Services, Inc.

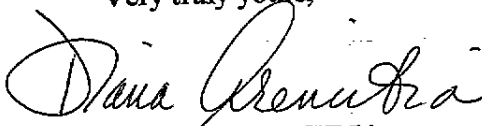
Dear Clerk:

Enclosed herein please find the original and one (1) copy of the Articles of Incorporation for the above-referenced Company. Further enclosed is my check in the sum of \$78.75 to cover the charges to incorporate same.

Would you please be so kind as to forward a certified copy of the Articles of Incorporation to me in the envelope provided herein.

Thanking you for your anticipated cooperation, I remain,

Very truly yours,


DIANA ARENCIBIA,
Secretary

9/5

**ARTICLES OF INCORPORATION
OF
AMERICA TRANSPORTATION & TRAVEL SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby forms this Corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of a corporation for profit.

ARTICLE I

The name of the Corporation shall be:

AMERICA TRANSPORTATION & TRAVEL SERVICES, INC.

ARTICLE II

The purposes for which the Corporation is organized are:

To do any and all of the things herein set forth to the same extent as natural persons might or could do as principals, agents, contractors, or otherwise, and either alone, or in the company with others, purchase, hold, and reissue any of the shares of its capital stock. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise not specifically forbidden by the laws of the State of Florida, and with all powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be One Hundred (100), having no par value per share, each

of which shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United states of America, or in services or property as a just valuation to be fixed by the Directors of the Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The initial Board of Directors of this Corporation shall consist of two (2) members, and may be increased from time to time by the By-Laws.

ARTICLE VI

The business of the Corporation may be conducted by a President, Secretary and Treasurer, and by a Board of Directors mentioned in Article V.

ARTICLE VII

Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation or any settlement thereof made with court approval, whether or not he is a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors, as well as the court, approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors for the first year of existence for the Corporation, or until their successors are elected or appointed, and have qualified, shall be as follows:

NAME	ADDRESS
ROBERTO ARENCIBIA, JR.	15970 S.W. 72nd Terrace Miami, Florida 33193
DIANA T. ARENCIBIA	15970 S.W. 72nd Terrace Miami, Florida 33193

ARTICLE IX

The name and address of the subscriber to this Corporation is:

ROBERTO ARENCIBIA, JR.

ARTICLE X

The principal office of the Corporation shall be 500 Gables International Plaza, 2655 Le Jeune Road, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of August, 2000.


ROBERTO ARENCIBIA, JR.,
Subscriber

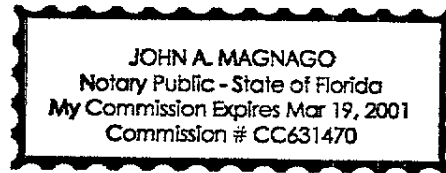
STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on the 30th day of

August, 2000, by ROBERTO ARENCIBIA, JR., who is personally known to me, and who did take an oath.


NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes §48.091, the following is submitted in compliance with said Act:

AMERICA TRANSPORTATION & TRAVEL SERVICES, INC.

a Florida Corporation, has named:

**DIANA T. ARENCIBIA
15970 S.W. 72nd Terrace
Miami, Florida 33193**

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TALLAHASSEE, FLORIDA

as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby am familiar with, and accept, the duties and responsibilities as Registered Agent for said Corporation.


DIANA T. ARENCIBIA

**AMERICA TRANSPORTATION & TRAVEL SERVICES, INC., hereby appoints
DIANA T. ARENCIBIA to be its Registered Agent.**


**DIANA T. ARENCIBIA,
Resident Agent**