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CANTLEY & HANGER, L.L.P.

ATTORNEYS AT LAW

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December 21, 2000

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

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-12/28/00--01053--019

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

Re: Articles of Incorporation of Collier Transit Management, Inc.

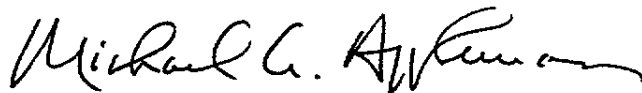
Dear Sir or Madam:

Enclosed are duplicate originals of Articles of Incorporation for the corporation referenced above. Please accept these Articles for filing. I have enclosed a check in the amount of \$78.75 to pay the fees associated with this transaction, including the fee for a certified copy.

Upon your approval of these documents, and when the Certificate of Incorporation has been issued, please return one of the duplicates to me, stamped with your file mark and with the Certificate of Incorporation attached.

Thank you for your assistance. Please call me if you have any questions or need any additional information.

Very truly yours,



Michael G. Appleman

Enclosures

I:\LGL\MAPPLEMA\McDonald Transit Assoc\Collier Transit Mgmt\Articles Inc Filing Ltr.wpd

1-4-01

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED
00 DEC 28 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: COLLIER TRANSIT MANAGEMENT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is: 2477 J&C Blvd.
Naples, Florida 34109

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: operate and manage a system of public transportation, and transact any lawful business for which corporations may be incorporated under the Act.

ARTICLE IV SHARES

The number of shares of stock is: One Thousand (1,000)

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):
SEE ATTACHED

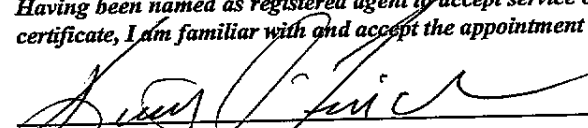
ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:
Kenneth R. Fischer
950 Big Tree Road
Daytona Beach, Florida 32119

ARTICLE VII INCORPORATOR

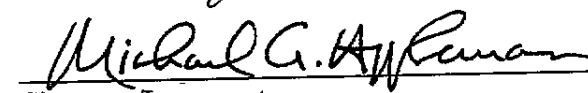
The name and address of the Incorporator is: Michael G. Appleman
Cantey & Hanger, L.L.P.
801 Cherry Street, Suite 2100
Fort Worth, Texas 76102

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

12/22/00
Date



Signature/Incorporator

12/21/00
Date

ATTACHMENT TO ARTICLE V
Initial Officers/Directors

Louis L. Heil
President and Director

4040 Fossil Creek Blvd., #200
Fort Worth, Texas 76137

Kenneth R. Fischer
Director

950 Big Tree Road
Daytona Beach, Florida 32119

Robert T. Babbitt
Director

4040 Fossil Creek Blvd., #200
Fort Worth, Texas 76137

Dean R. Allen
Vice President

2477 J&C Blvd.
Naples, FL 34109

Karen L. Heil
Secretary/Treasurer

4040 Fossil Creek Blvd., #200
Fort Worth, Texas 76137

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TALLAHASSEE, FLORIDA