SEURETARY OF STATE TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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ARTICLES OF INCORPORATION

OF

MERLIN CHILDRENS TRANSPORTATION, INC.

FILED 01 JAN 12 PM 1: 39

SPORETARY OF STATE TALLAHASSEE, FLORIDA

I - NAME:

The name of this corporation is:

MERLIN CHILDRENS TRANSPORTATION, INC.

II - DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

III - PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

IV - CAPITAL STOCK:

This corporation is authorized to issue -ONE HUNDRED- (100) shares of ---NO-- par value common stock, which shall be designated "Common Stock".

V - PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI - INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal and registered office of this Corporation is:

20620 S W 115TH RD. - MIAMI, FL 33189 and the name of the initial registered agent of this Corporation at that address is: MERLIN ORTEGA

VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have -THREE(03) - director(s) initially.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (01).

The name(s) and address(es) of the initial director(s) of this corporation is (are):

MERLIN ORTEGA		20620 S W	
		MIĀMI, FL	33189
LENIN PORTOBANCO		20620 S W	
	•	MIAMI, FL	33189
IVANIA PORTOBANCO	•	20620 S W	115TH RD.
		MIAMI, FL	3189

VIII - INDEMNIFICATION:

The Corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

IX - INCORPORATOR:

The name(s) and address(es) of t	he person	(s) signing th	nese					
articles is (are):								
MERLIN QRTEGA		20620 S W 11! MIAMI, FL	33189					
LENIN PORTOBANCO		20620 S W 11! MIAMI, FL						
IVANIA PORTOBANCO		20620 S W 11! MIAMI, FL						
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IN WITNESS WHEREOF, the undersi	igned subso	criber(s) has	(have)	7				
executed these articles of incompared these articles of incompared the second executed executed the second executed the second executed executed the second executed executed the second executed executed the second executed execut	rporation '	this08TH	day of .					
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE. OI JAN 12 PM 1:39

SECRETARY OF STATE In compliance with Section 607.034 of the Florida Statutes, the following is submitted:

MERLIN CHILDRENS TRANSPORTATION, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of ---MIAMI---, County of ---MIAMI-DADE---, State of Florida, has named : MERLIN ORTEGA ------ located at

20620 S W 115TH RD. - MIAMI, FL 33189 City of --MIAMI--, County of --MIAMI-DADE--, State of Florida as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above mentioned Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provissions of all Statutes relative to the proper and complete performance of my duties. Dated this --08TH-- day of ----- JANUARY ----, 2001.

registered agent

Merlin Ortega