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**Florida Department of State
Division of Corporations
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01 MAR -5 AM 8:12
F.U.F.I.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

UNITED PASSENGER SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION OF

UNITED PASSENGER SERVICES, INC.

a Florida Corporation

ARTICLE I: NAME

The name of this corporation is:

UNITED PASSENGER SERVICES, INC.

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ARTICLE II: DURATION

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

ARTICLE III: PURPOSE

The 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.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

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Prepared by: Jesus F. Bujan, Esquire
782 N.W. Lejeune Road, Suite 530
Miami, Florida 33126
(305) 442-1439
Florida Bar No. 401560

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholders, 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 rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INTIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

7181 S.W. 8 Street
Miami, Florida 33144

The name of the initial registered agent of this corporation is:

PEDRO J. FERNANDEZ

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

PEDRO J. FERNANDEZ 7181 S.W. 8 Street, Miami, Florida 33144

ARTICLE VIII: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any formal officer or director, to the full extent permitted by law.

ARTICLE IX: INCORPORATORS

The name and address of the person(s) signing these articles of incorporation is (are):

PEDRO J. FERNANDEZ
7181 S.W. 8 Street
Miami, Florida 33144

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these Articles of Incorporation this 2 day of February, 2001.

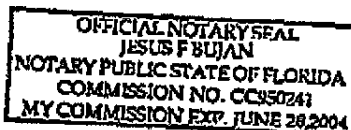

PEDRO J. FERNANDEZ

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared PEDRO J. FERNANDEZ, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that he/she executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 2 day of February, 2001, by PEDRO J. FERNANDEZ, who is personally known to me or who have produced _____ as identification and who did take an oath.


Notary Public, State of Florida
My Commission Expires:



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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**

UNITED PASSENGER SERVICES, INC.

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following
is submitted:

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:

PEDRO J. FERNANDEZ

as its agent to accept service of process within the State of Florida, with the
registered address as:

7181 S.W. 8 Street
Miami, Florida 33144

ACKNOWLEDGMENTS

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 PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

DATED: THIS 2 DAY OF FEBRUARY, 2001.


REGISTERED AGENT

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