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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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FEDERAL EXPRESS

July 24, 2001

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

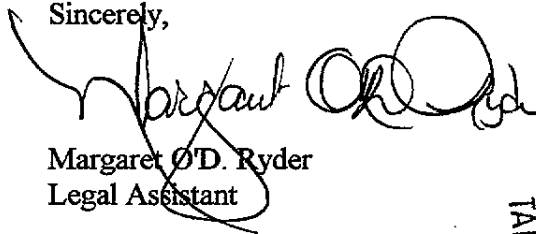
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

INNOVATIVE TRANSPORTATION STRATEGIES, INC.

Ladies and Gentlemen:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned company. Also enclosed is a check in the amount of \$78.75 to cover the requisite filing fee, registered agent fee and certified copy fee. Please return the certified copy of the Articles of Incorporation to me in the enclosed prepaid Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,



Margaret O'D. Ryder
Legal Assistant

MOR

cc: Allen C. Harper (w/enc)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTER JUL 26 2001

**ARTICLES OF INCORPORATION
OF
INNOVATIVE TRANSPORTATION STRATEGIES, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Innovative Transportation Strategies, Inc. Its principal office address and business mailing address is 1390 South Dixie Highway, Suite 1203, Miami, Florida 33146.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to

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TALLAHASSEE, FLORIDA

time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

Name

Address

Allen C. Harper

1390 South Dixie Highway
Suite 1203
Miami, Florida 33146

John T. Spillman

3725 Alcantara Avenue
Miami, Florida 33178

ARTICLE VII - INCORPORATOR

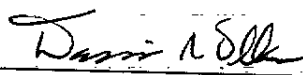
The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Dennis J. Olle, Esq

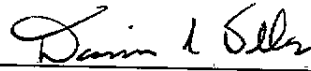
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133


Dennis J. Olle, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Innovative Transportation strategies, Inc., at the place designated in the Articles of Incorporation, Dennis J. Olle, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: July 25, 2001



Dennis J. Olle, Esq.

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