P01000084742 MALVIN ENGLANDER

ATTORNEY AT LAW

TEL. (305) 868-1443 FAX (305) 868-7997

9554 Bay Harbor Terrace Bay Harbor Islands, FL 33154

August 24, 2001

400004557724---C -08/27/01--01080--012 ******78.75 *****78.75

Div. Of Corp. Fla. Department of State P O Box 6327 Tallahassee, FL 32399

Gentlemen:

Re: Guardian Angel Transportation Service, Inc. Rose Bus Service, Inc.

Enclosed are the following:

- 1. Original and copy of Articles of Incorporation for the above referenced corporations.
- 2. Designation of Resident Agent.
- 3. Checks for \$78.75 each.

Please return articles in the enclosed Fed Ex envelope.

Very truly yours,

BEVERLY WILLIAMS

Encl.

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SECRETARY OF STAN



FILED

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SECRETARY OF STATE TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ROSE BUS SERVICE, INC.

ARTICLE I CORPORATE NAME

The name of the Corporation shall be ROSE BUS SERVICE, INC., located at 14700 NW 2 Avenue, Miami, FL 33168.

ARTICLE II NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue a maximum of 500 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

ROSE MICHEL 14700 NW 2 AVENUE MIAMI, FL 33168

ARTICLE V INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors

is:

<u>NAME</u>

ADDRESS

ROSE MICHEL

14700 NW 2 AVE.

MIAMI, FL 33168

The members of the first Board of Directors may be altered from time to time by By-laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) nor more than three (3) Directors at any time.

ARTICLE VI INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

<u>ADDRESS</u>

ROSE MICHEL

14700 NW 2 AVE.

MIAMI, FL 33168

ARTICLE VII COMMENCEMENT DATE

Corporate existence will commence immediately.

THE UNDERSIGNED Incorporators, for the purpose of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and acknowledging that the facts herein stated are true.

ROSE MICHEL

STATE OF FLORIDA COUNTY OF DADE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared ROSE MICHEL; who is personally known or who produced.

as identification, described as Incorporator in the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State this of August, 2001.

Notary Public

NOTABY FUBLIC STATE OF FLORIDS
BEVERLY AND MILLIAMS
COMMISSION NO. COSSEST
MY COMMISSION EXPIRES
AUGUST 22, 2004

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That ROSE BUS SERVICE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named ROSE MICHEL, located at 14700 NW 2 Ave., Miami, Florida 33168 County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Resident Agent

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SECRETARY OF STATE
AND ASSET FLORID