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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-01/29/02--01027--015
****122.50 *****78.75

SUBJECT: P&S Shuttle Service, Inc.

ENCLOSED PLEASE FIND A COMPLETED ORIGINAL AND ONE COPY OF THE
ARTICLES OF INCORPORATION AND CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE FOR THE ABOVE NAMED
CORPORATION AND A CHECK IN THE AMOUNT OF \$122.50.

FROM:

SUE FAY & PATRICK CALLAHAN
6947 HIGH RIDGE RD.
LANTANA, FLORIDA 33462
561-582-1750

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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P&S Shuttle Service, Inc.

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract in the state of Florida, hereby associate themselves together to form a corporation for profit under the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation is:

P&S Shuttle Service, Inc.

ARTICLE II. ADDRESS

The address of the corporation shall be:

6947 High Ridge Road
Lantana, Florida, 33462

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ARTICLE III. NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is any business or business activity permitted under the laws of the state of Florida and of the United States of America.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand shares of common stock with a par value of one dollar per share.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation in the State of Florida is:

Sue Fay 6947 High Ridge Rd., Lantana, Florida 33462

ARTICLE VII. DIRECTORS

This corporation shall have TWO directors initially. The number of directors may be increased from time to time, by by-laws adopted by the shareholders, but shall never have less than one director.

ARTICLE VIII. INITIAL DIRECTORS

The name and address of the first member of the board of directors is:

Sue Fay 6947 High Ridge Rd, Lantana, Florida 33462

Patrick Callahan 6947 High Ridge Rd, Lantana, Florida 33462

ARTICLE IX. INCORPORATORS

The name and address of the incorporator of these articles of incorporation are:

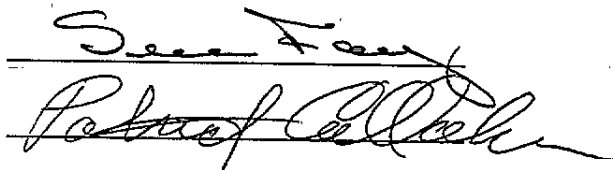
Sue Fay 6947 High Ridge Rd, Lantana, Florida 33462

Patrick Callahan 6947 High Ridge Rd, Lantana, Florida 33462

ARTICLE X. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed to them by the shareholders, and approved by the shareholders at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, WE HAVE MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION THIS 24 DAY OF JANUARY 2002.



STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared SUE FAY AND PATRICK CALLAHAN to me known to be the person described as incorporator in and who executed the foregoing articles of incorporation, acknowledged before me that he subscribed to these articles of incorporation.

WITNESS MY HAND AND SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 24 DAY OF JANUARY 2002.

MY COMMISSION EXPIRES:


Notary Public



Conni Alvaroe
MY COMMISSION # CC842950 EXPIRES
June 3, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

P&S SHUTTLE SERVICE, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

Sue Fay
6947 High Ridge Rd.
Lantana, Florida 33462

Signature

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 29 PM 8:16

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Date