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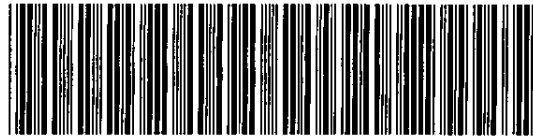
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TALLAHASSEE, FLORIDA

DONALD L. DEMPSEY, II, P.A.
Attorney & Counselor at Law

4321 Roosevelt Blvd.
Jacksonville, FL 32210

Telephone: 904-387-5262
Facsimile: 904-387-5263

October 15, 2008

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

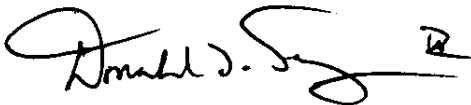
RE: Access Rapid Transit Service, Inc.- Articles of Incorporation

Dear Sir/Madam:

Enclosed are the Articles of Incorporation and the Registered Agent's Certificate for Access Transit Service, Inc. Also enclosed is a check in the amount of \$87.50 representing the filing fee and costs for a certified copy.

Please return the certified copy of the Articles to this office in the self-addressed envelope enclosed herewith. If you have any questions regarding this or any other matter, please do not hesitate to call my office.

Sincerely,

A handwritten signature in black ink, appearing to read "Donald L. Dempsey, II", with a stylized flourish at the end.

Donald L. Dempsey, II

**ARTICLES OF INCORPORATION
OF
ACCESS RAPID TRANSIT SERVICE, INC.**

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**ARTICLE I
NAME**

The name of this corporation is **ACCESS RAPID TRANSIT SERVICE, INC.**

**ARTICLE II
NATURE OF BUSINESS**

This corporation is organized for the purpose of and engaging in and transacting in the general contracting business for construction and management of rapid transit transportation and any or all lawful business transactions permitted under the laws of the state of Florida or any other state of the United States. General contractors primarily engaged in building construction including, but not limited to, new projects, additions, alterations, remodeling and repair of transit systems, commercial and industrial buildings.

To render service, manufacture, purchase, or otherwise acquire, and mortgage, pledge, sell, assign, transfer or otherwise dispose goods, real and personal property ; all of the foregoing in this article shall be construed as both objects and powers of the subject corporation. The enumeration of powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these Articles.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 4321 Roosevelt Boulevard, Jacksonville, Florida 32210 and the name of the initial registered agent of this corporation at that address is Donald L. Dempsey, II, Esquire. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the By-laws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

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<u>NAME</u>	<u>ADDRESS</u>
Anup Parikh	2866 Country Club Blvd., Orange Park, FL 32073
Nainesh Patel	12886 N. Edgewater Drive, Bunnellon, FL 34433
David Thomas Brown	10198 Hempsteade Drive, Union, KY 410941
Donald L. Dempsey, II	4321 Roosevelt Blvd., Jacksonville, FL 32210

ARTICLE VII INCORPORATOR

The name and addresses of the Incorporators of this corporation are:

Anup Parikh	2866 Country Club Blvd., Orange Park, FL 32073
Nainesh Patel	12886 N. Edgewater Drive, Bunnellon, FL 34433
David Thomas Brown	10198 Hempsteade Drive, Union, KY 410941
Donald L. Dempsey, II	4321 Roosevelt Blvd., Jacksonville, FL 32210

ARTICLE VIII BY-LAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt By-Laws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the

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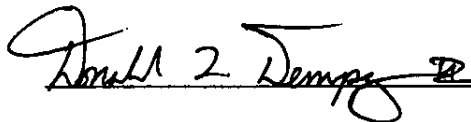
shareholders and the Board of Directors may repeal or adopt By-Laws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any By-Laws made by them that such By-Law shall not be altered, repealed or amended by the Board of Directors.

**ARTICLE X
INITIAL PRINCIPAL PLACE OF BUSINESS**

The Initial Principal Place of Business for this corporation will be:

1050 South Edgewood Avenue, Jacksonville, Florida 32205

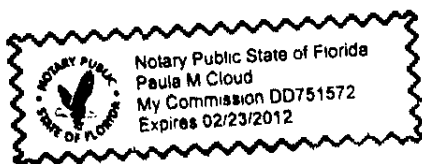
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 16th day of October, 2008.

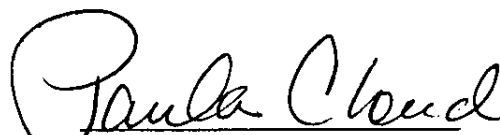
 (SEAL)

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME personally appeared Donald L. Dempsey II Who produced to me for identification DL / personally known described in and who executed the foregoing Articles of Incorporation of ACCESS RAPID TRANSIT SERVICE, INC. and who executed the foregoing Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 16th day of October, 2008.



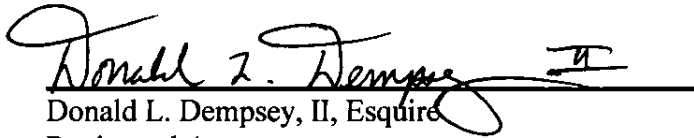

Notary Public, State of Florida
at large
My Commission Expires:
(Notarial Seal)

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
ACCESS RAPID TRANSIT SERVICE, INC.**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon **ACCESS RAPID TRANSIT SERVICE, INC.**, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091 (2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 4321 Roosevelt Boulevard, Jacksonville, FL 32210.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 16th day of October, 2008.


Donald L. Dempsey, II, Esquire
Registered Agent

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