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BARRY A. BOBEK
PROFESSIONAL ASSOCIATION

REAL ESTATE
PERSONAL INJURY
REAL PROPERTY
FAMILY LAW

January 10, 1995

500 EAST MONROE STREET
JACKSONVILLE, FLORIDA 32209
(904) 602-2010
FAX (904) 602-2750

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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***122.50 ***122.50

Re: J. J. Goateers School Bus, Inc.

To whom this may concern:

Enclosed please find articles of incorporation, in duplicate, for the above-captioned corporation, together with our trust account check in the sum of \$122.50 for filing of same. Please return a certified copy of the articles of incorporation to the above address. Thank you for your attention in this matter.

Very truly yours,

Jane A. Wittwer

Jane A. Wittwer, secretary to
Barry A. Bobek

/jaw
enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 17 PM 1:59

J. J. GOATEER SCHOOL BUS, INC.

The undersigned does hereby form a corporation, and for such purpose hereby makes, executes, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be J. J. Goateer School Bus, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida.

ARTICLE III - DURATION

The term for which this corporation shall exist shall be perpetual.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INCORPORATORS

The name and address of the person signing these articles of incorporation is Jonathan Williams, Sr., 5710 Earl Circle North, Jacksonville, Florida 32219.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite their names:

Jonathan Williams, Sr. and Jonathan Williams, Jr.,
jointly with rights of survivorship

60 shares

Jonathan Williams, Sr. and Doris L. Williams, his wife
as tenants by the entireties with right of survivorship 40 shares

Shares held by the initial shareholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders this corporation.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE IX - PRINCIPAL ADDRESS, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 5710 Earl Circle North, Jacksonville, Florida 32219, and the initial registered office of this corporation is 503 East Monroe Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at this address is Barry A. Bobek, Esquire.

ARTICLE X - 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 the Bylaws but shall never be less than two nor more than three. The names and addresses of the initial directors of this corporation are:

Jonathan Williams, Sr., 5710 Earl Circle North, Jacksonville, Florida 32218
Doris L. Williams, 5710 Earl Circle North, Jacksonville, Florida 32218
Jonathan Williams, Jr., 5710 Earl Circle North, Jacksonville, Florida 32218

ARTICLE XI - OFFICERS

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President	Jonathan Williams, Sr., 5710 Earl Circle North, Jacksonville, Florida 32218
Secretary/Treasurer	Doris L. Williams, 5710 Earl Circle North Jacksonville, Florida 32218
Vice President	Jonathan Williams, Jr., 5710 Earl Circle North, Jacksonville, Florida 32218

ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

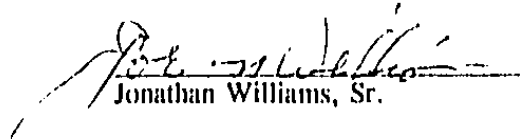
ARTICLE XIII

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

ARTICLE XIV - AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

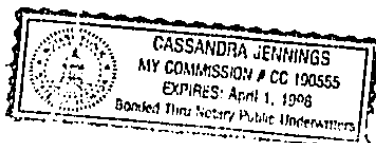
IN WITNESS WHEREOF, the undersigned subscribers have executed this 6th day of January, 1995.

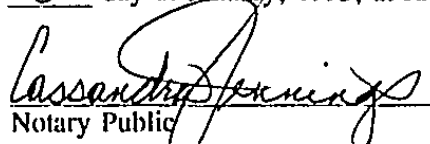

Jonathan Williams, Sr.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Jonathan Williams, Sr., who produced his Florida Driver's License as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal, this 6th day of January, 1995, at Jacksonville, State and County aforesaid.

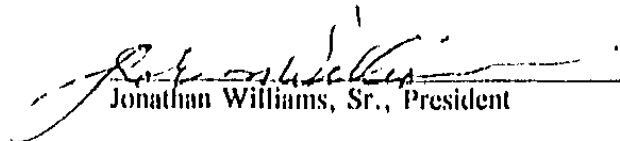



Cassandra Jennings
Notary Public
State of Florida at Large
My commission expires:

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

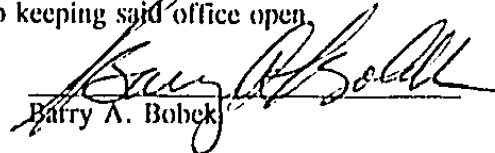
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that J. J. Goateer School Bus, 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 Jacksonville, County of Duval, State of Florida, has named Barry A. Bobek, Esquire, located at 503 East Monroe Street, Jacksonville, Florida 32202, as its agent to accept service of process within this State.


Jonathan Williams, Sr., President

ACKNOWLEDGMENT

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


Barry A. Bobek