

DAVID R. FLETCHER

Counselor at Law

Bar Designated:
Immigration/Naturalization

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Secretary of State
The Capitol
Tallahassee, Florida 32302

Re: Phoenix Transportation Services, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation and the Resident Agent form for the above captioned corporation. I have also included my firm check in the amount of \$122.50 to cover the required filing fee. Please process these as soon as possible and return a conformed file copy to me.

Thank you for your attention to this matter.

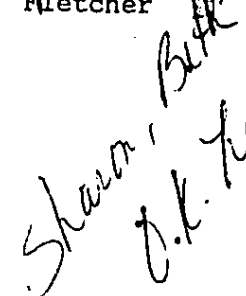
Sincerely,


David R. Fletcher

DRF/jj
Enclosures






Sharon Bell
D.K. Harris

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHOENIX TRANSPORTATION SERVICES, INC.

I - NAME

The name of this corporation is:

PHOENIX TRANSPORTATION SERVICES, INC.

II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

III - GENERAL POWERS

This corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the provisions of Florida Statutes Sec. 607, under which this corporation is formed. In addition, the corporation shall have the following specific powers:

(a) To elect or appoint officers and agents of the corporation and to fix their compensation;

(b) To act as agent for any individual, association, partnership, corporation or other legal entity;

(c) To receive acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments.

(d) To receive, acquire, hold, pledge, transfer or otherwise dispose of shares of the corporation, but such shares may only be purchased, directly or indirectly, out of earned

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surplus.

(e) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes, and in time of war, to make donations in aid of war activities.

IV - CAPITAL STOCK

1. Authorized Shares. This corporation is authorized to issue one million (1,000,000) shares of stock of the par value of one cents (\$.01) each, which shall be designated "Common Shares." Such shares shall be divided into two equal classes of stock as follows:

Class A - Non-voting

Class B - Voting. Holders of Class B stock shall be entitled to one (1) vote for each share of stock owned.

2. Dividends. Dividends are payable on both voting and non-voting stock when and as declared by the Board of Directors.

3. Redemption. (a) The corporation may, at the option of the Board of Directors, redeem all or any part of the outstanding common stock.

(b) Such redemption may take place at any time after three (3) years from the date of original purchase of such stock.

(c) The redemption price shall be the book value per share plus dividends accrued thereon.

(d) Notice of redemption shall be mailed at least thirty (30) days and not more than sixty (60) days prior to such redemption to holders of record of the stock to be redeemed at

their addresses as they shall appear on the books of the corporation.

Such notice shall contain the date and price of redemption, the manner in which redemption is to be effected, and the effect of such redemption on the rights of stockholders who fail to present their shares for redemption.

(e) The Board of Directors shall determine by resolution whether the stock so redeemed shall be cancelled and retired or whether such stock may, from time to time, and in the discretion of the Board, be reissued.

(f) The Board of Directors shall have the power, to the extent permitted by law, to determine the sources of the funds to be used for redeeming such stock. However, the corporation shall not exercise its right to redeem if the corporation is insolvent or would become insolvent as a result of such redemption.

V - CONSIDERATION FOR SHARES

Both classes of common stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid and shall be non-assessable.

VI - PRE-EMPTIVE RIGHTS

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities interchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

VII - STOCK RIGHTS AND OPTIONS

The corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

VIII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 541 East Monroe Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is David R. Fletcher.

IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initial

The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Jeanne C. Julian	541 East Monroe Street Jacksonville, Florida 32202

X - INCORPORATOR

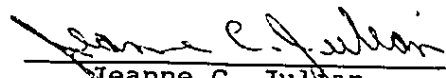
The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Jeanne C. Julian	541 East Monroe Street Jacksonville, Florida 32202

XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17th day of January, 1995.




Jeanne C. Julian

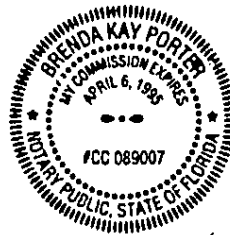
STATE OF FLORIDA)
) ss.
COUNTY OF DUVALL)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above,

personally appeared Jeanne C. Julian, personally known to me or who presented _____ as identification and acknowledged before me that she is the person named in and who executed the foregoing Articles of Incorporation, and that she executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal at Jacksonville, County and State aforesaid, this 17th day of January, 1995.


Notary Public, State of Florida
at Large.
My Comm. expires: 4/6/95



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT PHOENIX TRANSPORTATION SERVICES, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF JACKSONVILLE
(CITY)

STATE OF FLORIDA, HAS NAMED DAVID R. FLETCHER
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 541 East Monroe Street
(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Jacksonville 32202, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *James C. Julian*

TITLE Incorporator

DATE January 17, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *[Signature]*
(RESIDENT AGENT)

DATE January 17, 1995

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STATE OF FLORIDA