

P95000/2614

Brannon & Gillette, P.A.

3410 Myrtle Avenue
Jacksonville, Florida 32209

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February 8, 1995

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

RECEIVED 1-10-51-1-1
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***122.50 ***122.50

RE: Randall & Randall, Inc.

Dear Sirs:

Enclosed is the original Articles of Incorporation and one copy. Also enclosed is trust account check #0907 in the amount of \$122.50 for filing fees.

If there are any questions, please contact my office at the above letterhead telephone number.

Sincerely,

Charlie J. Gillette, Jr.

Charlie J. Gillette, Jr.

CJGJR/epm

Enclosures

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ARTICLES OF INCORPORATION
OF
RANDALL & RANDALL, INC.

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is RANDALL & RANDALL, INC.

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business including school bus contracting and transporting persons.

ARTICLE III: PRINCIPAL OFFICE

The street address of the principal office is 1175 Kings Road, Jacksonville, Florida 32209. The mailing address of Randall and Randall, Inc., is also 1175 Kings Road, Jacksonville, Florida 32209.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6508 Kinlock Drive W. Jacksonville, Florida 32219, and the name of the initial registered agent of this corporation at the address is Sherman L. Randall.

ARTICLE V: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed, if such date is within five (5) business days prior to the date of filing. If the Articles are not filed within five (5) business days prior to the date of filing, corporate existence shall commence upon filing by the Department of State.

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OFFICE
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ARTICLE VI: CAPITAL STOCK

(a) Authorized Shares. This corporation is authorized to issue one thousand shares of stock all of which will be of the same class. The par value shall be \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratable, of the remaining assets of the corporation.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as allowed by law.

ARTICLE VII: DIRECTORS

(a) Number. The corporation shall have two (2) director's initially. The number of directors may be increased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the directors, until the first annual meeting of the shareholders, is as follows:

1. Randall L. Sherman 6508 Kinlick Drive West
Jacksonville, Florida 32219
2. Doris G. Randall 6508 Kinlocke Drive West
Jacksonville, Florida 32219

(c) Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII: BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX: INCORPORATOR

The name and street address of the incorporator of this corporation is:

1. Randall L. Sherman 6508 Kinlock Drive West
Jacksonville, Florida 32219
2. Doris G. Randall 6508 Kinlock Drive West
Jacksonville, Florida 32219

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation as of this day of October, 1994.

X *Sherman L. Randall*
SHERMAN L. RANDALL

X *Doris G. Randall*
DORIS G. RANDALL

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501 Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida:

1. The name of the corporation is RANDALL & RANDALL, INC.
2. The name of the Registered Agent is Sherman L. Randall.

X 
SHERMAN L. RANDALL, President

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OFFICE OF STATE
CLERK
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