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Attorneys at Law

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Please Reply to St. Petersburg

PA 50000 17335

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

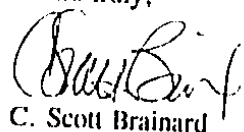
Re: AllStar Buses, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$122.50 as the fee for filing of such Articles. Please file these Articles, and provide the Certificate of Incorporation and a copy of the stamped and filed Articles to this office.

If you have any questions, please do not hesitate to contact our office.

Yours truly,


C. Scott Brainard

CSB/sh
Enclosures

cc: AllStar Buses, Inc.

5999 Central Avenue, Suite 202 • St. Petersburg, Florida 33710 • Telephone (813) 384-5999
Post Office Box 61555 • Fort Myers, Florida 33906-1555 • Telephone (813) 936-1913
St. Petersburg Fax (813) 384-5979

ARTICLES OF INCORPORATION
OF
ALISTAR BUSES, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

1.1. Name. The name of the corporation is ALISTAR BUSES, INC.

ARTICLE II

2.1. Duration. This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

3.1. Purpose. This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

4.1. Capital Stock. This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

5.1. Preemptive Rights. Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

6.1. Initial Registered Office and Registered Agent. The street address of the initial registered office of this corporation is 5999 Central Avenue, Suite 202, St. Petersburg, Florida, and the name of the initial registered agent of this corporation is D & B Corporate Services, Inc.

6.2. Principal Office. The street address of the initial principal office of the corporation is 1389 Pasadena Avenue South, South Pasadena, Florida 33707.

ARTICLE VII

7.1. Number of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.2 Initial Directors. The names and addresses of the initial directors of this corporation are:

A. DOUGLAS AHERTON
1389 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707

WILLIAM F. DUROCHER, III
1389 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707

ARTICLE VIII

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

C. SCOTT BRAINARD
5999 CENTRAL AVENUE, SUITE 202
ST. PETERSBURG, FLORIDA 33710

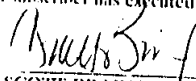
ARTICLE IX

9.1. Indemnification. The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

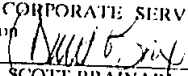
10.1. Amendment. This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on February 28, 1995.


C. SCOTT BRAINARD, Incorporator

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for ALLSTAR BUSES, INC., a Florida Corporation, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

D & B CORPORATE SERVICES, INC., a Florida Corporation
By: 
C. SCOTT BRAINARD, Vice President