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March 5, 1995

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

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-03/16/95--01073--010
*****70.00 *****70.00

Re: Articles of Incorporation of Marco Island Bus & Limousine, Inc.

To the Secretary of State:

We have enclosed for filing the Articles of Incorporation for the above referenced corporation together with the filing fee of \$70.00. Could you please acknowledge your receipt and filing of same by stamping the enclosed copy of the Articles of Incorporation and returning it in the stamped, self-addressed envelope provided.

We appreciate your attention to this matter.

Very truly yours,


James L. Karl II

JLK/rr

Enclosures

cc: Ralph Smith

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SDG

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

ARTICLES OF INCORPORATION OF
MARCO ISLAND BUS & LIMOUSINE, INC.

- I. NAME: The name of the corporation is: Marco Island Bus & Limousine, Inc..
- II. TERM OF EXISTENCE: Unlimited.
- III. NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States or of the laws of the State of Florida.
- IV. CAPITAL STOCK: The aggregate number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.
- V. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL: No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offerer and the corporation. If the parties cannot agree as to the value of the shares each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.
- VI. ADDRESS AND REGISTERED AGENT: The street address of the initial registered office of the corporation is: Ralph Smith, 820 Arcadia Ct., Marco Island, FL 33937, and the name of its initial registered agent is: Ralph Smith.
- VII. PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office and mailing address of the corporation is the same, to wit:
- 820 Arcadia Court, Marco Island, FL 33937

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CLERK OF STATE
TALLAHASSEE, FLORIDA

VIII. INCORPORATOR: The name and address of the incorporator to the articles is:

Ralph Smith
820 Arcadia Court
Marco Island, FL 33937

IX. MANAGEMENT OF THE CORPORATION: The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

X. AMENDMENT OF ARTICLES OF INCORPORATION: These articles may be amended in the manner provided by law. Every amendment shall be proposed by any shareholder and approved at a duly called shareholders' meeting by a majority of the shareholders entitled to vote thereon.

Ralph W. Smith
Ralph Smith

I hereby accept designation as
Registered Agent of the corporation.

Ralph W. Smith
Ralph Smith

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, personally appeared **Ralph Smith**, who are personally known to me or have produced drivers' licenses as identification, who executed the foregoing instrument and acknowledged and took an oath before me that he executed the same.

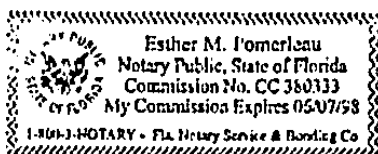
WITNESS my hand and official seal in the State and County last aforesaid this 3rd day of March __, 1995.

(Seal)

Esther M. Pomerleau
Notary Public

Esther M. Pomerleau
(Print Name)
State of Florida

My commission expires:



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CLERK OF STATE
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