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CERT	IFICAT	F INCORPORA E OF LIMITE E FOLLOWING	D PARTNERS		-	: : ; ; : ; ; ; ; ; ; ; ; ; ; ; ; ; ; ;
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ARTICLES OF INCORPORATION

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1. The name of the Corporation is:

National Transportation Alliance, Inc.

- 2. The mailing address for the corporation shall be 1830 Ponce De Leon Blvd., Suite 201, Coral Gables, Florida 33134.
 - 3. The period of its duration is perpetual.
- 4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.
- 5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.
- 6. The address of it's initial registered office is 999 Ponce De Leon Blvd., Suite 1150, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is Eliot C. Abbott.
- 7. The number of directors constituting its initial board of directors is three (3) whose names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>			
Dewey Knight	829 N.W. 55 Street Miami, Florida 33127			
William Carlos Schuss	1830 Ponce De Leon Blvd. Suite 201 Coral Gables, Florida 33134			
Martin Zilber	1995 N.E. 142 Street North Miami, Florida 33181			

8. The name and address of the Incorporator is:

NAME

<u>ADDRESS</u>

Eliot C. Abbott

999 Ponce De Leon Blvd. Suite 1150 Coral Gables, Florida 33134

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 15th day of September, 1995.

Eliot C. Abbott

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Eliot C. Abbott, who is to me personally known to be the person described in who has produced Activity InCounty as identification and has subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State, this 15th day of September, 1995.

NOTARY PUBLIC

State of Florida

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 National Transportation Alliance, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Coral Gables, County of Dade, State of Florida, has named Eliot C. Abbott, 999 Ponce De Leon Blvd., Suite 1150, Coral Gables, Florida 33134.

(Street address and number of building, post office box address not acceptable)

City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

Eliot'C. Abbott

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