

P96000001387

WELLS, ALLEN, LANG & MORRISON, P.A.

ATTORNEYS AT LAW

340 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801-1611

POST OFFICE BOX 3628
ORLANDO, FLORIDA 32802-3628

TELEPHONE (407) 422-8250
FAX (407) 422-8262

January 3, 1996

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

Re: BDC Bus, Ltd.
BDC Bus, Inc.
Rock Springs Ridge, Ltd.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for BDC Bus, Inc.

Also enclosed is check in the amount of \$122.50 representing \$35.00 filing fee, \$2.50 for a certified copy and \$35.00 for registered agent fee for the corporation.

Also enclosed is Certificate of Limited Partnership of BDC Bus, Ltd. together with Affidavit of Capital Contribution, and check in the amount of \$140 representing \$52.50 filing fee, \$52.50 for a certified copy and \$35 for registered agent fee for the Limited Partnership.

Please file with the Secretary of State's office, wait for the certified copies and return all of them to us by Federal Express (airbill enclosed).

Also enclosed is Limited Partnership Annual Report for 1996 for Rock Springs Ridge, Ltd., together with our check in the amount of \$191.25 for filing the annual report. If they will give you a receipt, please forward to us.

FILED

FILED

96 JAN -5 PM12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

96 JAN -5 PM10:10

RECEIVED

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BE 1/5

Mr. John Hall
January 3, 1996
Page 2

If you have any questions, please feel free to call.

Very truly yours,


Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

ARTICLES OF INCORPORATION
OF
BDC BUS, INC.

FILED
96 JAN -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is BDC BUS, INC.

ARTICLE II
DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III
GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with no par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V
NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

ARTICLE VI
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of the corporation is 401 W. Colonial Drive, Suite 7, Orlando, Florida 32804 and the name of the initial registered agent of this corporation at that address is Daniel W. Paris.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors who shall hold office until his successor is duly elected and have qualified is:

William H. MacArthur	401 W. Colonial Dr., Suite 7 Orlando, FL 32804
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ARTICLE VIII
INCORPORATORS

The name and address of the Incorporator of this corporation is:

Daniel W. Paris	401 W. Colonial Dr., Suite 7 Orlando, FL 32804
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ARTICLE IX
BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI
AMENDMENTS**

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


IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this _____ day of January, 1996.


Daniel W. Paris

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 14 day of January, 1996, by Daniel W. Paris, who is personally known or who produced N/A (type of identification) as identification.


BARBARA J. COAD
Notary Public, State of Florida
My Comm. Expires April 23, 1999
Comm. No. CC454335


NOTARY PUBLIC
BARBARA J. COAD
Print Name
My Commission Expires:
Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


Daniel W. Paris

P96000001387

ALLEN LANG, MORRISON & CUROTTO, P.A.

ATTORNEYS AT LAW

340 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801-1611

POST OFFICE BOX 3628
ORLANDO, FLORIDA 32802-3628

TELEPHONE (407) 422-8260
FAX (407) 422-8262

July 1, 1996

VIA FEDERAL EXPRESS

ISS 5101 167

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

Re: BDC Bus, Inc.

Dear John:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation for the above corporation.

Also enclosed is check in the amount of \$87.50 representing \$35.00 filing fee and \$52.50 for a certified copy.

Please file with the Secretary of State's office, wait for the certified copy and return the certified copy to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

7/3/96	16
Present	104
Secretary	104
W.P. Verityer	104

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FILED
96 JUL -2 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 JUL -2 PM 1:21
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BDC BUS, INC.

FILED

96 JUL -2 AM 11:35

SECRET, OFFICE OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of BDC BUS, INC. heretofore approved and filed in the office of the Secretary of State of Florida on January 5, 1996, Document No. P96000001387, pursuant to Section 607.1006 of the Florida Business Corporation Act, is hereby amended in the following particulars:

1. Article IV of the Articles of Incorporation is amended to read as follows:

"ARTICLE IV
CAPITAL STOCK

"This corporation is authorized to issue five thousand (5,000) shares of capital stock, which shall be designated Common Shares with no par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine."

2. The foregoing amendment was unanimously adopted by the sole director and all of the shareholders of the Corporation by unanimous written consent dated the 6th day of June, 1996.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, the undersigned being the sole director and all of the shareholders of the Corporation have executed these Articles of Amendment on this 28th day of June, 1996.

William H. MacArthur
WILLIAM H. MacARTHUR, Sole Director
and Shareholder

Daniel W. Paris
DANIEL W. PARIS, Shareholder

Una Paris
UNA PARIS, Shareholder

Herbert von Kluge
Herbert von Kluge, Shareholder

James H. Fant
James H. Fant, Shareholder

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th
day of June, 1996 by WILLIAM H. MacARTHUR, the sole
director and a shareholder of BDC BUS, INC., a Florida corporation,
who is personally known to me, and by DANIEL W. PARIS, a
shareholder, who is personally known to me, and by UNA PARIS, a
shareholder, who is personally known to me, and by HERBERT VON
KLUGE, a shareholder, who is personally known to me, and JAMES H.
FANT, a shareholder, who is personally known to me.

Barbara J. Coad
NOTARY PUBLIC
Barbara J. Coad
Print Name
My Commission expires:
Commission Number:

BARBARA J. COAD
Notary Public, State of Florida
My Comm. Expires April 23, 1999
Comm. No. CC454335