

P96000009398

South Florida Electronic Services, Inc.  
734 N.W. 141st Street  
Miami, Florida  
(305) 681-0030

900001639189  
-01/26/96--01057--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

State of Florida  
Division of Corporations  
PO Box 6327  
400 East Gaines Street  
Tallahassee, Florida 32314

Re: New corporation

Gentlemen:

Enclosed are the Articles of Incorporation for:

PHA TRANSPORTATION, INC

A check in the amount of \$78.75 is enclosed for:

1. Filing fees
2. Resident Agent Registration
3. Certificate of Status

Please process. If you have any questions, please do not hesitate to phone.

Sincerely yours,

*Beverly L. Abner*

Beverly L. Abner  
Managing Agent

BLA:ba  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/30/96  
JD

ARTICLES OF INCORPORATION  
OF  
PHA TRANSPORTATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation is:  
PHA TRANSPORTATION INC.

ARTICLE II  
COMMENCEMENT AND DURATION

This corporation shall commence business on filing of these Articles. Its existence shall be perpetual.

ARTICLE III  
PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Corporation Act. The principal business activity shall be medical &/or personal transportation.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One hundred shares. Such shares shall be of a single class of common stock and shall have a value of One Dollar (\$1.00) per share.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

Each Stockholder of the corporation shall have the right to purchase or subscribe for, at the par value thereof, a prorata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by any Amendment thereof or out of shares of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or,

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent, any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

**ARTICLE VI**  
**MANAGEMENT**

This corporation shall have no Board of Directors, and all of the corporate powers shall be exercised by, and the business affairs of the corporation shall be managed under the Officers of the Corporation.

**ARTICLE VII**  
**SPECIAL STOCKHOLDERS MEETINGS- CALL**

Special meeting of the Stockholders may be called at any time for any purpose by an officer of the corporation or the holders of twenty (20%) percent of all outstanding shares.

**ARTICLE VIII**  
**STOCKHOLDERS RIGHTS & RESERVATION OF POWER**  
**TO ADOPT, AMEND, AND REPEAL BY-LAWS**

The power to make, alter or amend and repeal the By-Laws of the corporation shall

be reserved to the Stockholders of the corporation.

**ARTICLE IX**  
**STOCK TRANSFERS- CORPORATIONS RIGHT OF FIRST REFUSAL**

No Stockholder 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 the net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent via 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 ninety (90) 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 Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder, the corporation shall have the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the Executor, Administrator, or the Personal Representative of each Stockholder. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

**ARTICLE X**  
**REGISTERED AGENT\ REGISTERED OFFICE**

The street address of the initial principal registered office of the corporation is

195 NW 116th Street  
Miami, Florida 33168

The name and mailing address of the Registered Agent is:

Aristides Duron  
195 NW 116th Street  
Miami, Florida 33168

The Registered Agent at such address is : Aristides Duron..

ARTICLE XI  
INCORPORATORS

The name and address of the Incorporators :

Aristides Duron

195 NW 110th Street

Miami, Florida 331768



(Signature)

\_\_\_\_\_  
(Signature)

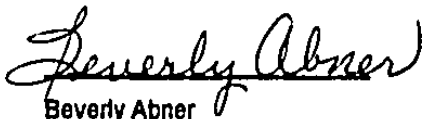
STATE OF FLORIDA

COUNTY OF DADE

Before me, the undersigned authority, on this 28<sup>th</sup> day of Dec, 1995  
personally appeared Aristides Duron, to me known to be the persons described in and who  
signed the foregoing Articles of Incorporation and he acknowledged to me that he executed the  
same freely and voluntarily for the uses and purposes expressed therein.

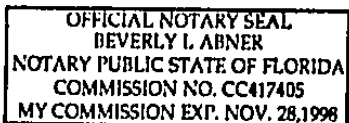
Witness my hand and official seal the day and year first above first written.

My commission expires: November 28, 1998



Beverly Abner

Notary Public, State of Florida



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95 JAN 25 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATEMENT OF REGISTERED AGENT

I, Aristides Duron, accept the office of Registered Agent. I am located at  
195 NW 116th Street  
Miami, Florida 33168

My mailing address is: 195 NW 116th Street  
Miami, Florida 33168

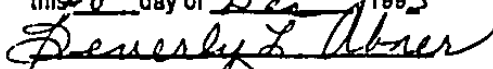


(Signature)

STATE OF FLORIDA  
COUNTY OF DADE

Sworn to and subscribed before me

this 28<sup>th</sup> day of Dec 1995



Notary Public, State of Florida

My commission expires:

(seal)

OFFICIAL NOTARY SEAL  
BEVERLY L. ABNER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC417405  
MY COMMISSION EXP. NOV. 28, 1998