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4090 COMMERCIAL WAY
SPRING HILL, FLORIDA 34606
(352) 686-8104
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March 15, 1996

REPLY TO: BROOKSVILLE

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

600001751486
-03/20/96--01095--009
*****122.50 *****122.50

Re: RC Transit, Inc.

Dear Sir:

Please find enclosed an original and one (1) copy of the **ARTICLES OF INCORPORATION** for the above-referenced company. Please file the original in your offices and return to this office a certified copy.

I have also enclosed a check in the amount of \$122.50 which will cover the following:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50
TOTAL	\$122.50

If you should have any questions concerning this matter, feel free to contact this office at any time.

Sincerely,



Stuart Symington Smith

SSS/vdm
Enc.

FILED
95 MAR 20 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/26/96
TB

ARTICLES OF INCORPORATION
OF
RC TRANSIT, INC.

ARTICLE I - NAME

The name of this corporation is RC Transit, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) per value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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55 MAR 20 PM 2:04
SECRET
FILING OFFICE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is: 4468 Dior Road, Spring Hill, Florida 34609. The name of the initial registered agent of this corporation at address is: **REGINA CARRIER.**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director no more than five. The name and address of the initial Board of Directors of the corporation is:

Regina Carrier
4468 Dior Road
Spring Hill, Florida 34609

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is : **REGINA CARRIER, 4468 Dior Road, Spring Hill, Florida 34609.**

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 26th day of February, 1996.


REGINA CARRIER
Incorporator

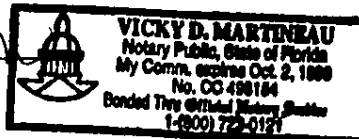
STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of County set forth above, personally appeared REGINA CARRIER known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 26th day of February, 1996.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 10-02-99

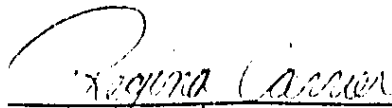


CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: **FLORIDA DEPARTMENT OF STATE**
State of Florida

I, **Regina Carrier**, do hereby accept the duties and responsibilities of the registered agent and am familiar with the responsibilities of a registered agent for the corporation, **RC TRANSIT, INC.**, of 4468 Dior Road, Spring Hill, Florida 34609.

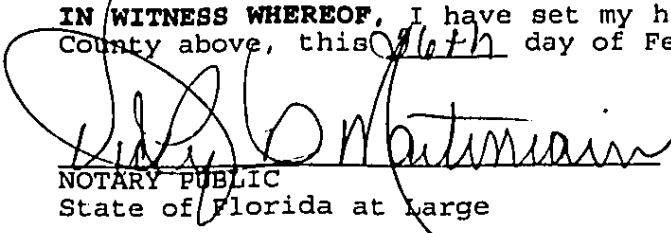
DATED: February 26, 1996.


Regina Carrier, as Registered Agent
for RC Transit, Inc.

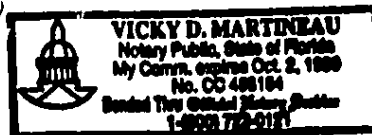
STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of Florida and County set forth above, personally appeared **Regina Carrier**, known to be and known by me to be the person who executed the foregoing **Consent To Appointment As Registered Agent**, and she acknowledged before me that she executed that **Consent To Appointment As Registered Agent**.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 26th day of February, 1996.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



FILED
05 MAR 20 PM 2:04
TALLAHASSEE, FLORIDA