

5/21/96

FLORIDA DIVISION OF CORPORATIONS

11:30 AM

(((H9600007138))) ELECTRONIC FILING COVER SHEET
TO DIVISION OF CORPORATIONS FROM FAX CORP. OF FLA., INC.
DEPARTMENT OF STATE 8400 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166-
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (305) 592-9591

(((H96000007138))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ATLANTIC EXPRESS LINES, INC.
FAX AUDIT NUMBER: H96000007138 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/21/1996 TIME REQUESTED: 11:30:07
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAY 21 PM 1:24
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ATLANTIC EXPRESS LINES, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE:

ATLANTIC EXPRESS LINES, INC.

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL

5364 W. 24 CT., HIALEAH, FLORIDA 33016

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TALLAHASSEE, FLORIDA

ARTICLE II - NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLE III - CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

500 SHARES OF \$1.00 PER SHARE

PREPARED BY: JOSE M. RUIZ, JR.

ADDRESS: 5364 W. 24 Ct., Hialeah, Fla 33016

----- . PHONE: (305) 557-5165


ARTICLE IV - TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THE CORPORATION SHALL COMMENCE AT THE TIME OF FILING THESE ARTICLES OF INCORPORATION" BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

ARTICLE V - INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS: JOSE M. RUIZ JR.
5364 W. 24 Ct., HIALEAH, FLA. 33016

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 20TH DAY OF MAY, 1996.

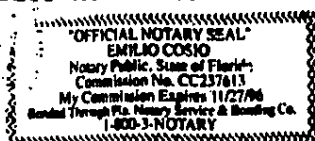

JOSE M. RUIZ JR.
INCORPORATOR.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged and sworn to before me this 20th day of May, 1996, by:

JOSE M. RUIZ JR. of:
5364 W. 24 Ct., Hialeah, Fla. 33016

 (SEAL)
NOTARY PUBLIC, STATE OF FLORIDA
EMILIO A. COSIO



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ATLANTIC EXPRESS LINES, INC.

2. The name and address of the registered agent and office is:

JOSE M. RUIZ JR.

5364 W. 24 Court,

(P. O. BOX NOT ACCEPTABLE)

Hialeah, Florida 33016

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

JOSE M. RUIZ JR.

SIGNATURE

Jose M. Ruiz Jr.
(Registered Agent)

DATE MAY 20, 1996

REGISTERED AGENT FILING FEE: