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TALLAHASSEE, FL 32301-1407  
904-222-1111  
904-222-0111 FAX

07-000056377



PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 009261 4332563

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 3, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 009261

CUSTOMER NO: 4332563

CUSTOMER: Margee Ryder, Legal Assistant  
OLLE, MACAULAY & ZORRILLA,  
P.A.  
1402 Miami Center  
201 South Biscayne Boulevard  
Miami, FL 33131

600001683826

-07/03/96--01076--026  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -3 PM 1:11

DOMESTIC FILING

NAME: ALL ABOARD SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED  
96 JUL -3 PM 11:17  
DIVISION OF CORPORATIONS  
JHB/AL

OLIE, MACAULAY & ZORNILLA, P.A.

ATTORNEYS AT LAW  
1408 MIAMI CENTER  
201 SOUTH MIHCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

(305) 358-8200  
TELECOPIER (305) 358-8617

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL -3 PM 1:11

July 2, 1996

HAND DELIVERED

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

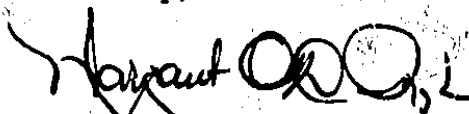
ALL ABOARD SERVICES, INC.

Ladies or Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fee.

Please return the certified copy of the Articles to me in the enclosed prepaid Federal Express envelope.

Sincerely,



Margaret O'D. Ryder  
Legal Assistant

MODR

Enclosures

CC: Ray Monteleone. (w/enc)

ARTICLES OF INCORPORATION  
OF  
ALL ABOARD SERVICES, INC.

96 JUL -3 PM 1:11

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is All Aboard Services, Inc. Its business mailing address is 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Olle, Macaulay & Zorrilla, P.A., 1402 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, who upon accepting this designation agrees to comply with

the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS


The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Allen C. Harper	1360 South Dixie Highway Coral Gables, Florida 33146
Ray Monteleone	3965 North 32nd Terrace Hollywood, Florida 33021

#### ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

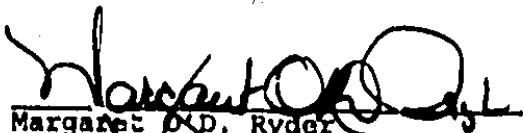
<u>Name</u>	<u>Address</u>
Dennis J. Olle	1402 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131

  
Dennis J. Olle, Incorporator

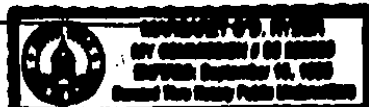
STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -3 PM 1:11

The foregoing Articles of Incorporation of All Aboard Services, Inc. were acknowledged before me this 2nd day of July, 1996, by Dennis J. Olle, as Incorporator, who is personally known to me.

  
Margaret P. Ryder  
Notary Public, State of Florida

My Commission Expires:

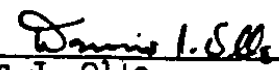


(Seal)

**ACCEPTANCE OF APPOINTED AGENT**

Having been named to accept service of process for All Aboard Services, Inc. the place designated in the Articles of Incorporation, Dennis J. Olle agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: July 2, 1996

  
Dennis J. Olle