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LAW OFFICES OF
MARC J. POSTELNEK

SUITE 11-B
407 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
DADE (305) 530-7210
BROWARD (305) 920-0663
FAX (305) 534-5470

October 25, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/28/96--01071--003
****122.50 ****122.50

RE: Articles of Incorporation for:
PARA TRANSIT OF BREVARD COUNTY, INC.

Gentlemen:

Enclosed herewith you will please find Articles of Incorporation for Para Transit of Brevard County, Inc., along with my check payable to the Secretary of State in the amount of \$122.50. Please file the Articles and return a certified copy of same to this office.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Very truly yours,

Marc Postelnek
MARC POSTELNEK *cm*

MP:cm
Enclosures

cc: Mr. Nicholas Kranites

Dmc
10/29/96

FILED
96 OCT 28 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PARA TRANSIT OF BREVARD COUNTY, INC.

FILED
96 OCT 28 AM 10:05
TALLAHASSEE, FLORIDA

WE, the undersigned, do submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the corporation shall be: PARA TRANSIT OF BREVARD COUNTY, INC. Its business shall be carried out at 2225 White Sands Drive, Titusville, Brevard County, FL 32780, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

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The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$100.00 Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$100.00 Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successors are elected and have qualified are:

NICHOLAS KRANITES
1391 Scarlett Trail
New Smyrna Beach, FL 32168

SUSAN KRANITES
1391 Scarlett Trail
New Smyrna Beach, FL 32168

DIANA C. DOLPHIN
2326 Snead Court
Titusville, FL 32780

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

SUSAN KRANITES -	PRESIDENT
DIANA C. DOLPHIN -	VICE PRESIDENT and SECRETARY
NICHOLAS KRANITES -	TREASURER

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>VALUE</u>
Nicholas Kranites 1391 Scarlett Trail New Smyrna Beach, FL 32168	48	\$48.00
Susan Kranites 1391 Scarlett Trail New Smyrna Beach, FL 32168	28	\$28.00
Diana C. Dolphin 2326 Snead Court Titusville, FL 32780	24	\$24.00

ARTICLE X

The name and address of the initial registered agent is:
MARC POSTELNEK, 407 Lincoln Road, Suite 11-B, Miami Beach, FL
33139.

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or

officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him/her as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XII

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract

or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

ARTICLE XIII

The Shareholders of the Corporation are hereby granted preemptive rights as conditions precedent to the issuance or sale of any additional stock of the Corporation.

ARTICLE XIV

The transferability or assignment of the stock of the Corporation has been restricted pursuant to that certain Agreement between the Shareholders of the Corporation.

ARTICLE XV

The Shareholders of the Corporation have entered or will be entering into a certain Shareholders' Agreement.

ARTICLE XVI

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, and/or

corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25 day of SEPTEMBER, 1996.

Nicholas Kranites
NICHOLAS KRANITES

Susan M Kranites
SUSAN KRANITES

Diana C Dolphin
DIANA C. DOLPHIN

STATE OF FLORIDA)
COUNTY OF VOLUSIA) SS:

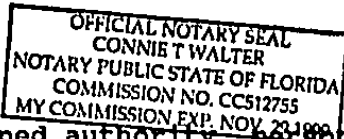
BEFORE ME, the undersigned authority, personally appeared NICHOLAS KRANITES, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforescribed this 25 day of SEPTEMBER, 1996.

Connie T Walter
NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF VOLUSIA) SS:

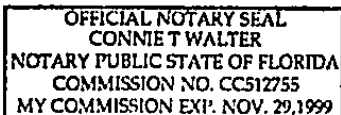


BEFORE ME, the undersigned authority, personally appeared SUSAN KRANITES, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforescribed this 25 day of SEPTEMBER, 1996.

Connie T Walter
NOTARY PUBLIC

My Commission Expires:



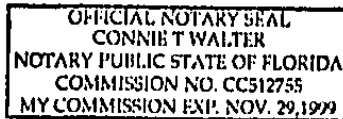
STATE OF FLORIDA)
COUNTY OF VOLUSIA) SS:

BEFORE ME, the undersigned authority, personally appeared DIANA C. DOLPHIN, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 25 day of SEPTEMBER, 1996.

Connie T. Walter
NOTARY PUBLIC

My Commission Expires:



Mack Kranites
Print type or stamp name of Notary Public
Personal Known OR Produced I.D.
Type and Number of I.D. produced:
K-153-631-52-212-0
 DID take an oath, or
 DID NOT take an oath

Susan Kranites
Print type or stamp name of Notary Public
Personal Known OR Produced I.D.
Type and Number of I.D. produced:
K-153-982-47-600
 DID take an oath, or
 DID NOT take an oath

Diana Dolphin
Print type or stamp name of Notary Public
Personal Known OR Produced I.D.
Type and Number of I.D. produced:
0415-163-70-7440
 DID take an oath, or
 DID NOT take an oath

FILED


CERTIFICATE DESIGNATING REGISTERED AGENT OCT 28 AM 10:05
UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted in compliance with said Act:

First, that PARA TRANSIT OF BREVARD COUNTY, INC., a
Florida Corporation qualified to do business under the laws of
this State, with its principal office located at 2225 White
Sands Dr., Titusville, Brevard County, Florida 32780, has
appointed MARC POSTELNEK, 407 Lincoln Rd., Suite 11-B, Miami
Beach, FL 33139, as its agent to accept service of process
within this State.

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.



MARC POSTELNEK, REGISTERED AGENT
407 Lincoln Road, Suite 11-B
Miami Beach, FL 33139
(305) 538-7210