



TRANSFERIA Technologies, Inc.
 Mass Transit/Transportation Products

9600088948

October 7, 1996

Ms. Sandra B. Mortham
 Secretary of State
 Florida Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

RECEIVED 10/11/96 10:11:26 AM
 TALLAHASSEE, FLORIDA
 ***157.50 ***122.50

Re: TRANSFERIA Technologies, Inc.

EFFECTIVE DATE
10-12-96

Dear Ms. Mortham:

Enclosed please find check # 530734 in the amount of \$157.50 (one hundred fifty seven dollars and 50/100) for the following:

- Cost of Application by Foreign corporation to Withdrawal of Authority To Transact Business in Florida
- Incorporation of Transferia Technologies in the State of Florida.

If you need additional information, please contact us.

Thank you.

[Signature]
 Oscar Heimschel

FILED
 96 OCT 16 PM 2:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
*Call - Mon - 10-14
 Tues 10-15
 wed 10-16
 Return wed - 10-17
 10/16/96*



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

October 16, 1996

TRANSFERIA TECHNOLOGIES, INC.
% OSCAR HENTSCHEL
10621 N KENDALL DR SUITE 200
MIAMI, FL 33176

SUBJECT: TRANSFERIA TECHNOLOGIES, INC.
Ref. Number: W96000021956

We have received your document for TRANSFERIA TECHNOLOGIES, INC. and check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

* We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

* WE RECEIVED YOUR ARTICLES AND WITHDRAWAL ON OCTOBER 11, 1996. YOUR WITHDRAWAL HAS BEEN FILED AS OF THAT DATE. BEFORE YOUR ARTICLES CAN BE FILED, YOU MUST CORRECT ARTICLE II. THE DATE OF COMMENCEMENT IS NOT ACCEPTABLE, DUE TO THE FACT YOU WANT YOUR CORPORATION TO COMMENCE BEFORE YOUR THE WITHDRAWAL WAS FILED. PLEASE CHANGE THIS DATE TO THE DATE OF FILING OR ANOTHER EFFECTIVE DATE. (EFFECTIVE DATE CAN BE ANY DATE AFTER OCTOBER 11, 1996, UP TO 90 DAY DELAY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 696A00047418

ARTICLES OF INCORPORATION
OF
TRANSFERIA TECHNOLOGIES, INC.

ARTICLE I - NAME

The name of the corporation shall be Transferia Technologies, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on October 12th., 1996.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of \$ 1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 10621 North Kendall Drive, Suite # 200, Miami, Florida 33176 and the name of the initial registered agent of this Corporation at that address is Oscar Hentschel. The street address of the principle office is 10621 North Kendall Drive, Suite # 200, Miami, Florida 33176.

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TALLAHASSEE FLORIDA

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the By-laws, and shall never be less than one (1). The name and address of the original Director of this Corporation is:

Oscar Hentschel, 7440 SW 125 Street, Miami, Florida 33156.

ARTICLE IX - INCORPORATOR

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

Oscar Hentschel
7440 SW 125 Street
Miami, Florida 33156

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

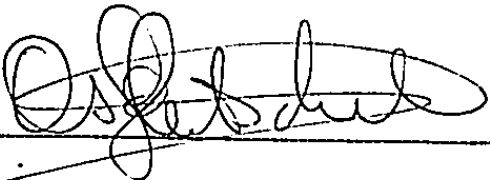
ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of October, 1996.


A handwritten signature in cursive script, appearing to read "Oscar Hentschel", is written over a horizontal line.

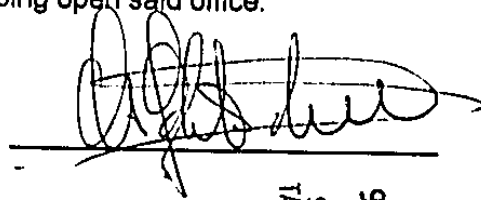
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

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

First: Transferia Technologies, Inc. desiring to be organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the city of Miami, County of Dade, State of Florida, has named Oscar Hentschel, whose business office is located at 10621 North Kendall Drive, Suite # 200, Miami, Florida 33176 as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

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.



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TALLAHASSEE FLORIDA