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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: HOLLAND & KNIGHT (FT. LAUDERDALE)

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NAME: BEE LINE RAIL SYSTEM, INC.

AUDIT NUMBER.....H97000007111

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

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ARTICLES OF INCORPORATION
OF
BEE LINE RAIL SYSTEM, INC.

The undersigned, acting as incorporator of BEE LINE RAIL SYSTEM, INC., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

BEE LINE RAIL SYSTEM, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

One East Broward Boulevard, Suite 1300
Fort Lauderdale, FL 33301

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The total number of shares of all classes of capital stock of the Corporation which the Corporation shall have the authority to issue is 17,000,000, of which 11,000,000 shares having a par value of \$.01 per share shall be designated as Class A Common Stock, 4,000,000 shares having a par value of \$.01 per share shall be designated as Class B Common Stock, and 2,000,000 shares having a par value of \$.01 per share shall be designated as Preferred Stock.

The Class A Common Stock and Class B Common Stock shall be identical in all respects except that: (i) each share of Class A Common Stock shall be entitled to one (1) vote on each matter submitted to a vote of the shareholders of the Corporation, while each share of Class B Common Stock shall be entitled to two (2) votes on each matter submitted to a vote of the shareholders of the Corporation; (ii) shares of Class A Common Stock may be issued to holders of Class B Common Stock in a stock dividend, stock split or otherwise duly declared by the Board of Directors, while Class

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B Common Stock may not be issued to holders of Class A Common Stock in any such stock dividend, stock split or otherwise; and (iii) each share of Class B Common Stock shall at all times be directly convertible into one share of Class A Common Stock without further consideration, while shares of Class A Common Stock shall not, in any case, be convertible into shares of Class B Common Stock.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically, the Board of Directors is authorized to fix with respect to each series (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to a purchase, retirement or sinking fund provision; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock; (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Suite 3000, 701 Brickell Avenue, Miami, FL 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

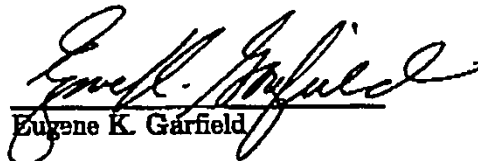
| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Eugene K. Garfield | 1360 South Ocean Boulevard Pompano Beach, FL 33062 |

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 30th day of April, 1997.


Eugene K. Garfield

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That BEE LINE RAIL SYSTEM, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Suite 3000, 701 Brickell Avenue, Miami, State of Florida, has named Intrastate Registered Agent Corporation, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

INTRASTATE REGISTERED AGENT CORPORATION

By: 

Donn Beloff, Vice President

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