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Law Offices of
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October 23, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

100002333691--9

(9) -10/30/97--01040--009
****122.50 ****122.50

RE: Articles of Incorporation of September
Transportation Systems, Inc.

Dear Sir:

Please find enclosed the original and one (1) copy of the subject Articles of Incorporation. Upon filing, please return the certified copy of the Articles to the undersigned.

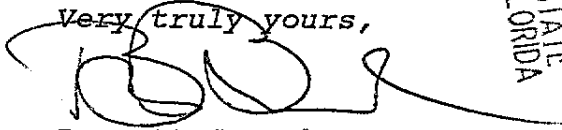
Our check in the amount of \$122.50 is enclosed in payment of the following fees:

Filing Fee	\$35.00
Certified Copy of Articles	52.50
Registered Agent Designation	35.00

	\$122.50

Your prompt attention to this matter is appreciated.

Very truly yours,


Bennett S. Cohn

FILED
97 OCT 30 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BSC:sg

Enclosures

F. CHANDLER NOV 3 1997

ARTICLES OF INCORPORATION
OF
SEPTEMBER TRANSPORTATION SYSTEMS, INC.

WE, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for that purpose, do hereby certify, declare and set forth as follows, to wit:

ARTICLE - I

NAME: The name of this corporation shall be:
SEPTEMBER TRANSPORTATION SYSTEMS, INC.

ARTICLE - II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE - III

TERMS OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE - IV

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is: One Hundred Shares (100) of common stock without nominal or par value. The consideration to be paid for each share will be Five Dollars (\$5.00) per share.

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TALLAHASSEE, FLORIDA

ARTICLE - V

INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be Five Hundred Dollars (\$500.00).

ARTICLE - VI

REGISTERED AGENT AND REGISTERED OFFICE: The Registered Agent of said corporation at the Registered Office shall be 501 Golden Isles Drive, Suite 206F, Hallandale, FL 33009. The Registered Office shall be at 501 Golden Isles Drive, Suite 206F, Hallandale, FL 33009. The address of both the Principal Office and Registered Agent being 501 Golden Isles Drive, Suite 206F, Hallandale, FL 33009.

ARTICLE - VII

OFFICERS AND DIRECTORS: The names and post office addresses of the first directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Lucy Singer	501 Golden Isles Drive Suite 206F Hallandale, FL 33009	President/ Vice President/ Director

The corporation shall have at least one (1) or not more than five (5) directors, and no one person shall be required to own, hold, or to control stock in the corporation as a conditioned precedent to holding any office in this corporation.

ARTICLE - VIII

SUBSCRIBERS: The names and post office address of the subscribers to these Articles of Incorporation, and the number of

shares each agrees to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Lucy Singer	501 Golden Isles Drive Suite 206F Hallandale, FL 33009	100%

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin the business.

ARTICLE - IX

STOCKHOLDERS' MEETING: The time and place of the annual stockholders' meeting shall be fixed and prescribed for in the By-Laws and notice of same shall be given in one of the methods provided by law. Any meeting of the stockholders may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

ARTICLE - X

OFFICERS: The officers of this corporation shall be a President, Secretary and Treasurer, and such other officers and agent as may be deemed necessary, shall be chosen in such manner, hold their offices for such term and have such power and duties as may be prescribed in the By-Laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE - XI

POWERS: This corporation shall have the following powers:

A. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in, and with, real property or personal property, or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise depose of all or any part of the property and assets.

D. To lend money to and use the credit to assist the officers and employees in accordance with Florida Statute 607.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality, or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other

obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of the funds so loaned or invested.

H. To conduct its business, carry on the operations, and have offices and exercise the powers granted by the Florida Statute 607, within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the By-Laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture trust or other enterprise.

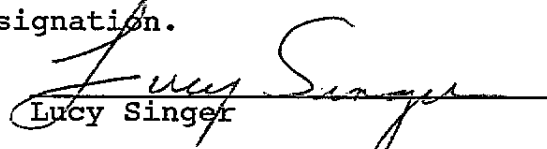
O. To have and exercise all powers necessary or

convenient to affect the purposes of the corporation.

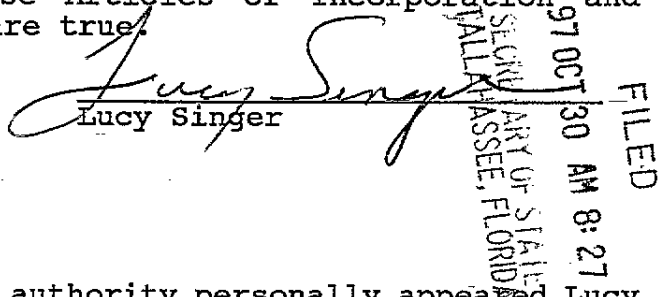
ARTICLE - XIII

RESIDENT AGENT: The Resident Agent for this corporation shall be: Lucy Singer

I HEREBY ACCEPT the above designation.


Lucy Singer

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set his hand and seal this ____ day of October, 1997, for the sole purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein are true.


Lucy Singer

FILED
97 OCT 30 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

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

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, in the County and State aforesaid, this 24th day of October, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:
Roth2.Art



Suzanne Gentry
MY COMMISSION # CC587790 EXPIRES
November 4, 2000
BONDED THRU TROY FAIR INSURANCE, INC.