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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BUS MIAMI SOUTHLAND, CORP.

AUDIT NUMBER.....H98000001624

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

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ARTICLES OF INCORPORATION

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I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE
FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF
FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE BUS MIAMI SOUTHLAND,
CORP.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF
FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OFFIVE
HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME.
THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE
OF ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN
BUSINESS SHALL BE ONE HUNDRED 00/00 (\$100.00) DOLLARS.

PREPARED BY: CORDERO CPA P.A.
ALFONSO CORDERO
8025 NW 36 STREET STE. 302
MIAMI, FLORIDA 33166
(305) 599.4111

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ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN AT THE TIME OF FILING OF THESE ARTICLES OF INCORPORATION BY THE STATE OF FLORIDA.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

2371 COLLINS AVENUE APT. B-319
MIAMI BEACH, FLORIDA 33139

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

JORGE L. BALBUDO
2371 COLLINS AVENUE APT. B-319
MIAMI BEACH, FLORIDA 33139

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE FIVE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

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ARTICLE VIII

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
HECTOR DANIEL OTERO ROFFO 1655 MAR DEL PLATA, ARGENTINA	PRESIDENT
HECTOR LORENZO OTERO ACEVEDO 5460 MAR DEL PLATA, ARGENTINA	SECRETARY
MARIANA FOUTEL AVENIDA COLON 905 PISO 7A MAR DEL PLATA, ARGENTINA	DIRECTOR
PEDRO ALBERTO CAPDEVIELLE SANTA FE 3868 MAR DEL PLATA, ARGENTINA	DIRECTOR
ALEJANDRO DANIEL PEREZ MANUELA PEDRAZA 1306 MAR DEL PLATA, ARGENTINA	DIRECTOR

ARTICLE IX

SUBSCRIBER

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

JORGE L. BALBUDO	2371 COLLINS AVENUE APT. B-319 MIAMI BEACH FLORIDA 33139
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ARTICLE X

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID

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SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

ARTICLE XI

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 26 DAY OF JANUARY, 1998.


JORGE L. BALBUDO

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


JORGE L. BALBUDO

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