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ADVANCE PARALEGAL, INC.

FILED

328 Banyan Blvd., Suite H, West Palm Beach, FL 33401

(561) 804-9355 - Fax (561) 804-9350

98 MAR 18 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 9, 1998

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

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for United Paratransit Service, Inc., along with a check in the amount of \$80.00 for corporate filing fee.

If you should have any questions, please do not hesitate to contact me.

Sincerely,

Cathy Graves
Cathy Graves

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encl.

P. Hall

MAR 19 1998

ARTICLES OF INCORPORATION
OF
UNITED PARATRANSIT SERVICE, INC

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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is United Paratransit Service, Inc.

2. The period of its duration is perpetual.

3. The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States of America, the State of Florida, and any other country or state in which it may from time to time have occasion to do business. In particular, the purpose of the corporation is to provide non-emergency transport, as the law may permit.

4. The corporation shall have the authority to issue 1000 shares of common stock, all of one class, which shall have a par value of \$1.00 per share.

5. The initial shareholders shall be:

<u>Name</u>	<u>Amount of Shares</u>
Rafael Vazquez	100
Alphonse R. Lanza	100
Marc W. Knickerbocker	100

6. The address of the corporation's initial registered office is 4418 Urquhart Street, Lake Worth, FL 33461, and the name of it's initial registered agent at said address is Marc. W. Knickerbocker. The principal address is 4418 Urquhart Street, Lake Worth, FL 33461.

7. The number of directors constituting the initial Board of Directors of the corporation is three (3), whose names and addresses are:

<u>Name</u>	<u>Address</u>
Rafael Vazquez	431 Glenwood Drive West Palm Beach, FL 33406
Alphonse R. Lanza	5744 Ellis Hollow Road Lake Worth, FL 33463

Marc W. Knickerbocker

4418 Urquhart Street
Lake Worth, FL 33461

8. The name and the address of the incorporator is:

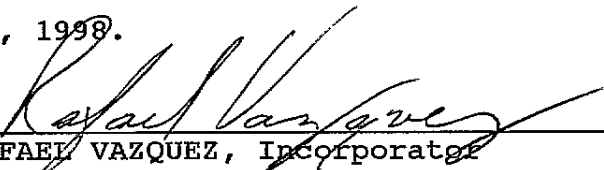
<u>Name</u>	<u>Address</u>
Rafael Vazquez	431 Glenwood Drive West Palm Beach, FL 33406

9. Each and every shareholder shall have preemptive rights so as to maintain their respective percentage interests as hereinbefore set forth.

10. The initial officers of the corporation shall be:

<u>Name</u>	<u>Address</u>
Rafael Vazquez	President
Alphonse R. Lanza	Vice President
Marc W. Knickerbocker	Secretary/Treasurer

DATED this 9th day of March, 1998.


RAFAEL VAZQUEZ, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared RAFAEL VAZQUEZ, who is personally known to me, and who is the person described in and who subscribed the above Articles of Incorporation of UNITED PARATRANSIT SERVICE, INC., and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and official seal, at West Palm Beach, in said County and State this 9th day of March, 1998.



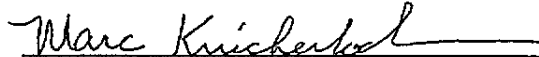
"OFFICIAL SEAL"
Catherine L. Graves
My Commission Expires 11/7/2000
Commission #CC 599918


NOTARY PUBLIC-STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, MARC W. KNICKERBOCKER, hereby accept appointment as registered agent for UNITED PARATRANSIT SERVICE, INC., and hereby

acknowledge that I am familiar with, and accept the obligations of,
Section 607.325, Florida statutes.



MARC W. KNICKERBOCKER
Registered Agent

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TALLAHASSEE, FLORIDA