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Admitted In Florida
Admitted In Illinois

VIA UPS NEXT DAY AIR

April 29, 1998

P98000039901

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

ATTN: New Filing Section

RE: FILING OF ARTICLES OF INCORPORATION FOR TRANSCLEAN CONSULTING, INC..

Gentlemen:

Enclosed please find the Articles of Incorporation for the above named corporation along with a check for \$70.00 to cover the required filing fees.

Kindly send the filing acknowledgment letter, along with the Certified Copy of the Articles of Incorporation to:

Robert R. Kasak, Esq.
Montgomery Building
3108 Central Drive
Plant City, FL 33567

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*****70.00 *****70.00

If you have any questions please feel free to contact me at the Plant City office.

Very truly yours,

Robert R. Kasak

Robert R. Kasak

RRK/dkb
Enclo.

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DIVISION OF CORPORATIONS
98 APR 30 AM 8:55

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DIVISION OF CORPORATIONS

98 APR 30 AM 8:55

ARTICLES OF INCORPORATION
OF
TRANSCLEAN CONSULTING, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

TRANSCLEAN CONSULTING, INC..

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

16520 Tamiami Trail 18-112
Fort Myers, FL 33908

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act, including but not limited to providing sales consulting, public relations consulting, and technical representation services for the transportation industry and related industries thereto.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at any annual or special meeting of the stockholders of this corporation. The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida. There shall be no cumulative voting of the common stock of this Corporation.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at the Montgomery Building, 3108 Central Drive, Plant City, Florida, 33567, and the initial registered agent of this Corporation at such office shall be Robert R. Kasak. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than nine (9) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the Directors shall be a majority of the number of Directors determined from time to time to comprise the Board of Directors, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of this Corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors of this Corporation shall consist of three (3) members, such members to hold office until his/her successors have been duly elected and qualified. The names of the initial directors are as follows:

Michael Corbitt
Sherri Stahnke
Robert Kasak

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert R. Kasak	Montgomery Building 3108 Central Drive Plant City, Florida 33567

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.



Robert R. Kasak, as Incorporator

DATED: April 29, 1998

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FOR

TRANSCLEAN CONSULTING, INC.

The undersigned, Robert R. Kasak, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 29th day of April, 1998.

A handwritten signature in cursive script, reading "Robert R. Kasak", written over a horizontal line.

Robert R. Kasak

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DIVISION OF CORPORATIONS
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