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June 12, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

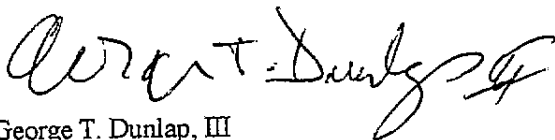
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Re: Northpoint Land Surveying, Inc., and
Transit Holding Company

Dear Secretary of State:

Enclosed please find Articles of Incorporation, Certificate Designating Registered Office and Registered Agent and a check for \$122.50 for each of the above two reference names which represents fees for filing, Registered Agent Designation and a certified copy of the Articles of Incorporation. Please return the certified copies directly to me at your earliest convenience.

Sincerely yours,



George T. Dunlap, III

GTD/am

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 PM 4:05

ARTICLES OF INCORPORATION
OF
TRANSIT HOLDING COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 PM 4:05

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

ARTICLE I.
Name

The name of this corporation is: Transit Holding Company.

ARTICLE II.
Purpose and Powers

The Corporation is authorized to engage in capital investments and any and all other activities permitted by law.

ARTICLE III.
Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One hundred (100) shares of common stock having a nominal or par value of Ten Dollar (\$10.00) per share.

ARTICLE IV.
Initial Capital

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.
Term of Existence

This Corporation is to exist perpetually.

ARTICLE VI.

Address

The mailing address of this Corporation and the street address of its initial principal office in the State of Florida is 1415 Maple Drive, Lakeland, Florida 33810-0510. The initial Registered Office of this Corporation is Boswell & Dunlap LLP, 245 South Central Avenue, Bartow, Florida 33830, and the initial Registered Agent at said office is George T. Dunlap, III, Esquire. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

ARTICLE VII.

Directors

The number of the directors comprising the Board of Directors of this Corporation shall be four (4), but the same may be changed from time to time by majority vote of the Board of Directors.

The name and street address of the members of the first Board of Directors of this Corporation, to serve until the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Granvel Lee Bryant	1415 Maple Drive Lakeland, FL 33810-0510
Patrick J. O'Leary	7516 Willow Wisp Drive, West Lakeland, FL 33810
Karen L. O'Leary	7516 Willow Wisp Drive, West Lakeland, FL 33810
Janet B. Bryant	1415 Maple Drive Lakeland, FL 33810-0510

ARTICLE VIII.

Officers

The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The name and street address

of the officers of the Corporation to serve until the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Granvel Lee Bryant President	1415 Maple Drive Lakeland, FL 33810-0510
Patrick J. O'Leary Vice -President	7516 Willow Wisp Drive, West Lakeland, FL 33810
Karen L. O'Leary Secretary	7516 Willow Wisp Drive, West Lakeland, FL 33810
Janet B. Bryant Treasurer	1415 Maple Drive Lakeland, FL 33810-0510

ARTICLE IX.
Incorporators

The name and address of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Granvel Lee Bryant	1415 Maple Drive Lakeland, FL 33810-0510
Patrick J. O'Leary	7516 Willow Wisp Drive, West Lakeland, FL 33810
Karen L. O'Leary	7516 Willow Wisp Drive, West Lakeland, FL 33810
Janet B. Bryant	1415 Maple Drive Lakeland, FL 33810-0510

ARTICLE X.
Subscribers to Stock

The name, address and number of shares of the subscribers to stock in this Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Granvel Lee Bryant and wife, Janet B. Bryant, as tenants by the entirety	1415 Maple Drive Lakeland, FL 33810-0510	50

ARTICLE XI.
Restraint on Alienation of Shares


The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.

ARTICLE XII.
Amendment

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals this 12th day of June, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts contained herein are true.


Granvel Lee Bryant


Patrick J. O'Leary


Karen L. O'Leary


Janet B. Bryant

INCORPORATORS

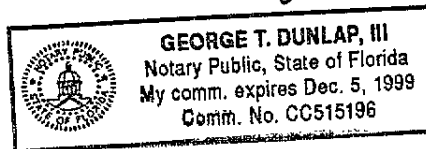
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Granvel Lee Bryant, Patrick J. O'Leary, Karen L. O'Leary and Janet B. Bryant, to me either personally known to be the persons described in as the subscribers ~~or who produced respectively as identification~~ _____

_____ and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that they subscribed to these Articles of Incorporation as their voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 12th day of June, 1998.

Notary Public



CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTER AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 PM 4:05

Pursuant to Section 48.091 and Section 607.0501 Florida Statutes, the following is submitted, in compliance with said provisions:

That **TRANSIT HOLDING COMPANY** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, in the City of Lakeland, County of Polk, State of Florida, has designated Boswell & Dunlap LLP, 245 South Central Avenue, Bartow, Florida 33830 as its registered office and George T. Dunlap, III, Esquire, as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with said provisions relative to keeping open said office.

By


Registered Agent

DATED this 12th day of June, 1998.