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November 24, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Attn: Carolyn Batten
409 E. Gaines Street
Tallahassee, FL 32399

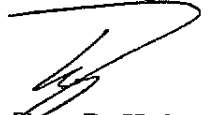
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****122.50 *****78.75

Re: Articles of Incorporation for ABC Bussing, Inc.

Dear Ms. Batten:

Enclosed is a letter from my client, Mirtha A. Reynolds, regarding the distinguishability issue in connection with ABC Bussing, Inc. I would very much appreciate it if you would process the Articles of Incorporation for ABC Bussing, Inc. and return to me at your earliest convenience a certified copy of the Articles, as filed.

Kindest regards,


Troy B. Hafner

TBH/jkl
Enclosures

FILED
98 NOV 25 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
11-25-98
①



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 20, 1998

STEWART, NALL, EVANS, & HAFBER, P.A.
P.O. BOX 3345
VERO BEACH, FL 32964-3345

SUBJECT: ABC BUSSING, INC.
Ref. Number: W98000026279

We have received your document for ABC BUSSING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

As per my conversation with Peggy I am returning the articles as i never received a return call.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 298A00055868

Mirtha A. Reynolds

310 Woodcrest Drive
Fort Pierce, Florida 34954

November 23, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Attn: Carolyn Batten
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
98 NOV 25 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: ABC Bussing, Inc.

Dear Ms. Batten:

I am the sole subscriber of the Articles of Incorporation of ABC Bussing, Inc. Pursuant to my conversation with your supervisor, Sharon, on November 20th, 1998, I hereby confirm that I am aware of the existence of a corporation bearing the name "ABC Bus, Inc.". However, in my opinion, there is no conflict between the two corporate names and the corporate names are distinguishable. Therefore, please process my request for incorporation of ABC Bussing, Inc. under the laws of the State of Florida.

Sincerely,

Mirtha A. Reynolds

Mirtha A. Reynolds

ARTICLES OF INCORPORATION
OF
ABC BUSSING, INC.

FILED
68 NOV 25 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the proposed corporation shall be ABC BUSSING, INC.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, co-partnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of one hundred (100) shares of common stock having no par value and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Company.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The address of the principal office of the corporation is 310 Woodcrest Drive, Fort Pierce, Florida 34945, and the mailing address is the same.

ARTICLE VI

The street address of the initial registered office of this corporation is 310 Woodcrest Drive, Fort Pierce, Florida 34945, and the name of the initial registered agent of this corporation at that address is Mirtha A. Reynolds.

ARTICLE VII

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Name

Address

Mirtha A. Reynolds

310 Woodcrest Drive
Fort Pierce, Florida 34945

ARTICLE VIII

The name and street address of the subscriber of this certificate of Articles of Incorporation and the number of shares of stock which she agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Mirtha A. Reynolds	310 Woodcrest Drive Fort Pierce, FL 34945	100

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE X

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the Bylaws so provide, to designate two or more of its number to constitute an

Executive Committee, which Committee shall, for the time being, as provided in said resolution or Bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XI

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation.

Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are stockholders in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation.

ARTICLE XIII

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (A) Any limitations or restraint upon the transferability, alienation or assignment of stock;
- (B) Any limitation or restraint upon the encumbrance or pledge of stock;
- (C) Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;
- (D) Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,
- (E) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being the only subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, does hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and does hereby

agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly has set his hand and seal this 12th day of November, 1998.

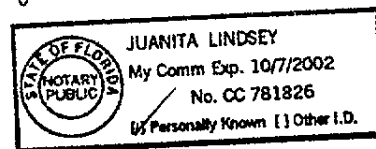
Mirtha A. Reynolds (SEAL)
Mirtha A. Reynolds

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 12th day of November, 1998, personally appeared before me, a Notary Public of the State of Florida, MIRTHA A. REYNOLDS, who has produced na as identification or who is personally known to me to be the sole party to the foregoing certificate of Articles of Incorporation, and who has taken an oath and acknowledged the said certificate to be her act and deed, and that the facts therein stated are truly set forth for the purposes of becoming a corporation under the laws of the State of Florida.

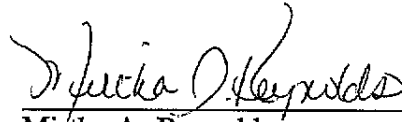
IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, on the day and year last above written.

Juanita Lindsey
Notary Public.
My commission expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of ABC BUSSING, INC., and acknowledges that she is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.


Mirtha A. Reynolds

FILED
98 NOV 25 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA