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December 1, 1998

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

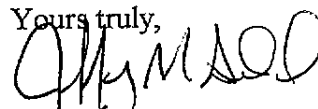
RE: Articles of Incorporation
Transportation and Safety Consultants, Inc.

Gentlemen:

Enclosed is the Articles of Incorporation for the above corporation. We also enclose our firm check in the amount of \$78.75 for the filing fee. Please file this immediately and mail us back the Certificate of Incorporation and file-stamped Articles in the self-addressed, stamped envelope provided.

Should you have any questions, feel free to call me at (305) 347-5289. Thank you.

Yours truly,



Jeffrey M. Sniadanko
Legal Assistant

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -4 PM 4:41

**ARTICLES OF INCORPORATION
FOR
TRANSPORTATION AND SAFETY CONSULTANTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC -4 PM 4:41

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Transportation and Safety Consultants, Inc.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE/
MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation, and the mailing address of the corporation is c/o Patrick C. Barthet, P.A., 200 South Biscayne Boulevard, Suite 1800, Miami, Florida 33131.

**ARTICLE III
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 1,000.

**ARTICLE IV
STREET ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 200 South Biscayne Boulevard, Suite 1800, Miami, Florida 33131. The name of the initial registered agent is Patrick C. Barthet, Esquire.

**ARTICLE V
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is Emilio Brandl, c/o Patrick C. Barthet, P.A., 200 South Biscayne Boulevard, Suite 1800, Miami, Florida 33131.

**ARTICLE VI
DURATION AND PURPOSE**

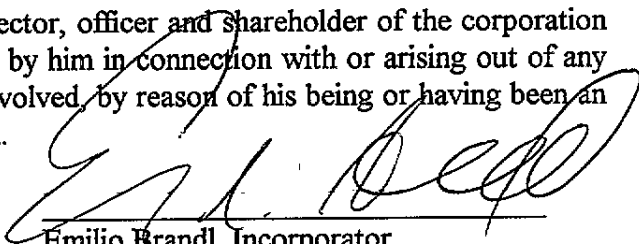
The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE VII
NAME OF DIRECTOR**

Emilio Brandl, whose address is c/o Patrick C. Barthet, P.A., 200 South Biscayne Boulevard, Suite 1800, Miami, Florida 33131 shall serve as initial director.

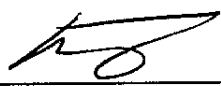
**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.


Emilio Brandl, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Patrick C. Barthet, Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -4 PM 4:41