

P98000103859

December 7, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 PM 1:56

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida

Re: Custom Trolley & Transit, Inc.

900002709819--4
-12/11/98-01034-009
****122.50 *****78.75

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee, \$35.00 for registered agent filing fee) and \$52.50 for one certified copy of the Articles of Incorporation); and
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed document as soon as possible and return to us certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,



Bob Schuster
(407) 251-1996

Enclosures

12-14
WS

ARTICLES OF INCORPORATION
Of
CUSTOM TROLLEY & TRANSIT, INC.

ARTICLE I – Name

The name of the corporation is Custom Trolley & Transit, Inc.

ARTICLE II – Duration

This corporation shall exist perpetually.

ARTICLE III – Purpose and Powers

This Corporation is organized to engage in any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida

ARTICLE IV – Capital Stock

This Corporation is authorized to issue 1,000,000 shares of ONE DOLLAR (\$1.00) par value common stock.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

ARTICLE V – Initial Registered Office and Agent

The street address of the initial Principal office of the Corporation is
12319 S. Orange Blossom Trail, Suite 192
Orlando, Florida 32837.

The name of the initial registered agent of this Corporation at that address is
Bob Schuster.

I accept designation of registered agent for said corporation.

ARTICLE VI – Initial Board of Directors

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This Corporation shall have not less than one nor more than five Directors.
The name and address of the initial Director of this Corporation is:

Bob Schuster
12319 S. Orange Blossom Trail, Suite 192,
Orlando, FL 32837

ARTICLE VII – Incorporators

The name and street address of the person signing these Articles
Incorporation is:

Bob Schuster
12319 S. Orange Blossom Trail, Suite 192,
Orlando, Florida 32837

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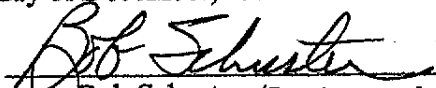
ARTICLE VIII – Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the
Board of Directors.

ARTICLE IX – Amendment

The Corporation reserves the right to amend or repeal any provisions
contained in these Articles of Incorporation, or any amendment thereto.

EXECUTED this the 8th day of December, 1998


Bob Schuster /Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgements in the
state and county set forth above, personally appeared BOB SCHUSTER, to me known to
be the person described in and who executed the foregoing ARTICLES OF
INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, this 8 day of December, 1998


Notary Public State of Florida at Large

(Notary Seal)

My commission expires: 10-12-02

