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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.**MASS TRANSPORTATION, INC.**

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
MASB TRANSPORTATION, INC.**

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MASB Transportation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

20334 N.W. 2nd Avenue, Miami, Florida 33169

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021

ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021

(954) 893-9800

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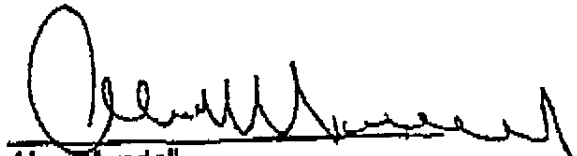
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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to
these Articles of Incorporation is(are):

Alan Mandell
20334 N.W. 2nd Avenue
Miami, Florida 33169

The undersigned has (have) executed these Articles of Incorporation this 4 day
of January, 1999.


Alan Mandell

ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

MASB Transportation, Inc.

2. The name and address of the registered agent and office is:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021

SIGNATURE


Alan Mandell

TITLE: President

DATE: January 4, 1999

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Alex P. Rosenthal, Esq

DATE

1-4-99

ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021

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