

P99000012830

February 3, 1999

Christian Diaz
9050 Pines Blvd., Suite 366
Pembroke Pines, FL 33024

Re: Filing for Corporation

600002767936--8
-02/08/99--01118--002
*****78.75 *****78.75

To Whom It May Concern:

I am filing corporation for South Florida Senior Transportation, Inc. Enclosed you will
find a check for the amount of \$78.75.

Please mail certified copy to:

Christian Diaz
9050 Pines Blvd., Suite 366
Pembroke Pines, FL 33024

If you have any questions or concerns please call me at (954) 437-5353.

Sincerely,


Christian Diaz

FILED
SECRETARY OF STATE
99 FEB -8 AM 8:08

ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA SENIOR TRANSPORTATION, INC.

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

99 FEB -8 AM 8:08

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is SOUTH FLORIDA SENIOR TRANSPORTATION, INC.

ARTICLE II. NATURE OF BUSINESS

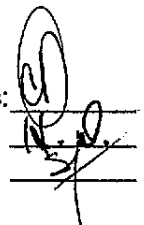
Generally to conduct and carry on a marketing, transportation and related business, to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind, description, except that it is not to conduct a personal property, and services of every class, kind, description, except that it is not to conduct a banking, safe deposit, trust insurance, surety, express that is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more office in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instrument to secure the payment of corporate indebtedness, as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Initials:

Handwritten initials and signature, possibly "R.D." or similar, written over a set of horizontal lines.

To guaranty, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owners of such stocks, to exercise all the rights, powers and privileges of ownership, including the right to vote such stocks.

In addition to the foregoing, this Corporation shall have the right to exercise all of the general and additional powers authorized to any corporation of this State, under the general provisions of the present Florida Statutes, including any amendments thereof, and the foregoing enumeration of specific purpose, objectives and powers shall not be held to limit or restrict in any manner, such general and additional powers.

ARTICLES III, CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding, at any time, is One Thousand (1000) shares of common stock, having a par value of One and 00/100 (\$1.00) Dollar per share. Each Board of Directors will be entitled to $333.\overline{33}$ or $1/3$ shares of common stocks. The consideration to be paid for each share may be in money, property, or services, as determined by the Board of Directors or management of this Corporation.

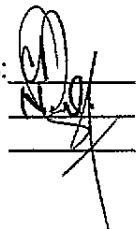
ARTICLES IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLES V, TERM OF EXISTANCE

This corporation is to exit perpetually. It shall be a close corporation within the terms and definitions of Chapter 607, Florida Statutes, and the rights of the stockholders herein may be more fully defined by a written agreement signed by all the stockholders of the corporation.

Initials:

Handwritten initials and a signature, possibly "M. J.", written over a set of horizontal lines.

ARTICLES VI, ADDRESS AND REGISTERED AGENT

The street address of the initial principal office of the Corporation is:

9050 Pines Boulevard, Suite 366

Pembroke Pines, FL 33024

and the registered Agent is:

Christian Diaz

The Board of Directors shall have authority to move the registered office to any other address in the State of Florida and establish a branch of subordinate offices of the Corporation at such place or places in which the corporation is authorized to do business, as the Board shall determine to be in the best interest of the Corporation.

ARTICLES VII, DIRECTORS

Section 1. This Corporation shall have three (3) directors initially, and the number of directors may be increased or diminished (Only by approval from all officers of the corporation), from time to time, By-laws adopted by the stockholders, but shall never be less than three (3); provided however, the business of this Corporation may be managed by its stockholders rather than a Board of Directors. In the management of business of the Corporation, the act of the Stockholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholder. Each stockholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the Corporation entitled to vote, represent in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the Stockholders, for the management of the business of the Corporation.

Initials: _____

A handwritten signature in black ink, appearing to be 'C. Diaz', written over a horizontal line.

Section 2. The principle officers of the corporation shall be:

Christian Diaz, President

Stephen Fernandez, Vice President

Humberto C. Diaz, Treasurer

The officers shall be elected from time to time, in the manner set forth in By-laws adopted by the Corporation unless the Stockholders of the Corporation shall decide to manage same in accordance with the provision of Articles XI. hereunder.

Section 3. The names of the offices who are to serve until the first election of officers of the first meeting of the directors and/or stockholders of the Corporation are:

Christian Diaz, President

Stephen Fernandez, Vice President

Humberto C. Diaz, Treasurer

ARTICLES IX. SUBSCRIBERS

The name and post office addresses of the members of the first Board of Directors are:

Christian Diaz 9050 Pines Boulevard, Suite 366

Pembroke Pines, FL 33024

Stephen Fernandez 9050 Pines Boulevard, Suite 366

Pembroke Pines, FL 33024

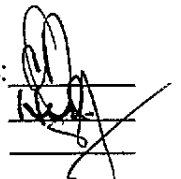
Humberto C. Diaz 9050 Pines Boulevard, Suite 366

Pembroke Pines, FL 33024

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify all officers or directors or any former officers of director, to the full extent permitted by law.

Initials: _____



ARTICLE X. AMENDMENTS

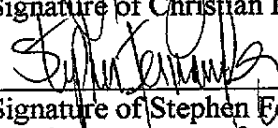
The Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's Meeting, by a majority of the Stockholders entitled to vote thereon, unless all of the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. MANAGEMENT

In accordance with Chapter 607, Florida Statutes, the Stockholders of the Corporation may, by a majority vote of the stock entitled to vote, provide that the business of the Corporation, rather than a Board of Directors, and any reference in these Articles of actions of such stockholders, if in accordance with the provision of this Articles, they elect to manage the business of the Corporation.



Signature of Christian Diaz



Signature of Stephen Fernandez



Signature of Humberto C. Diaz

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the state and county name above, to take acknowledgments, personally appeared, Christian Diaz ID: DL D200-100-72-421-P Stephen Fernandez ID: DL B21-850-671, Humberto C. Diaz ID: DL D200-323-70-29-P to me know to be the persons described as subscribers in (and/or who produce identification as set forth below) oath, that they subscribed to those Articles of Incorporation.

Witness my hand and seal this 3rd day of Feb., 1999

My Commission Expires:
Commission Number:
Identification: _____



DONNA L. SOMMA
COMMISSION # CC 654271
EXPIRES AUG 2, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.



NOTARY PUBLIC-STATE OF FLORIDA

DONNA L. SOMMA
(Print Name of Notary)

Initials: 

CERTIFIED DESIGNATED PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
PERSUANT TO CHAPER 607, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

First, that South Florida Senior Transportation, Inc. is desirous of organizing a Corporation under the
laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the State of
Florida, and has named Christian Diaz 9050 Pines Boulevard, Suite 366 Pembroke Pines, FL 33024, as its agent
to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above-stated corporation, at place designated in
this certification, I hereby accept to act in this capacity, and agree to comply with the provision of said Act
relative to keeping open said office.



Signature of Christian Diaz

99 FEB -8 AM 8:08

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

Initials: 