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John Hall Call
681-0619

ROBERT W. MORRISON*
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*Also a member of Georgia Bar Association (Inactive)

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February 23, 1999

Mr. John Hall
Hall's Freight & Delivery
464-E Freddie Martin Drive
Tallahassee, Florida 32301

Re: McBus, Inc.

EFFECTIVE DATE

2/23/99

500002787685--8
-02/25/99--01077--018
*****78.75 *****78.75

Dear John:

Pursuant to our telephone conversation of today's date, enclosed are the following documents:

1. Articles of Incorporation; and
2. Check No. 1125 for \$78.50 made payable to the Department of State.

Call when ready

Please go as soon as you receive this package to file this incorporation. After they have issued the certified copy, please fax it back to our office.

Should you have any questions, please do not hesitate to contact me.

Very sincerely yours,

Eileen M. Heasley

Eileen M. Heasley, CLA
Legal Assistant

RECEIVED

99 FEB 25 PM 2:00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

\emh

Enclosures

99 FEB 25 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. SMITH FEB 25 1999

ARTICLES OF INCORPORATION
OF
McBUS, INC.

FILED
99 FEB 25 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

2/23/99

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation is: McBus, Inc.

ARTICLE II
Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 206 Tranquility Cove, Altamonte Springs, Florida 32701, until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III
Term of Existence

This corporation shall commence effective upon execution of these Articles of Incorporation and shall have perpetual existence.

ARTICLE IV
Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be **ROBERT W. MORRISON**. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 940 North Highland Avenue, Orlando, Florida 32803.

ARTICLES VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified or until their resignations, remove from office or deaths:

<u>Name</u>	<u>Address</u>
PETER J. McDONALD	206 Tranquility Cove Altamonte Springs, Florida 32701

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
ROBERT W. MORRISON	940 North Highland Avenue Orlando, Florida 32803

ARTICLE X
Bylaws

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

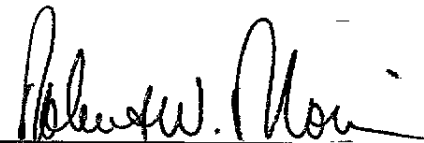
ARTICLE XI
Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The Incorporated executed these Articles of Incorporation this 23rd day of February, 1999.




ROBERT W. MORRISON, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

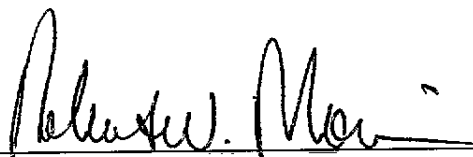
That **McBUS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, State of Florida, has named **ROBERT W. MORRISON** located at 940 North Highland Avenue, Orlando, Florida 32803, as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the Registered Agent are identical.



ROBERT W. MORRISON, Incorporator
Dated: 2/23/99

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ROBERT W. MORRISON,
Registered Agent
Dated: 2/23/99

99 FEB 25 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED