

FILED
In the Office of the
Secretary of State of Texas

**ARTICLES OF INCORPORATION
OF
LONGVIEW TRANSIT MANAGEMENT, INC.**

JAN 07 2003

Corporations Section

I, the undersigned natural person of the age of 18 years or more, acting as incorporator of a corporation under the Texas Business Corporation Act (the "Act"), hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is "Longview Transit Management, Inc."

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The corporation is organized to operate and manage a system of public transportation, and to transact any lawful business for which corporations may be incorporated under the Act.

ARTICLE FOUR

The corporation has the authority to issue 1,000 shares, in the aggregate. The shares shall be designated as Common Voting stock and shall have identical rights and privileges in every respect. The shares will have a par value of \$1.00 each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration having a value of at least \$1,000.00, consisting of money, labor done, or property actually received.

ARTICLE SIX

Stockholders shall have preemptive or preferential rights to purchase additional, unissued, or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE SEVEN

No stockholder shall have the right to cumulate votes in the election of directors or for any other purpose.

ARTICLE EIGHT

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except as otherwise expressly provided by statute. Further, to the extent permitted by Article 2.02-1 of the Texas Business Corporation Act, the Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

ARTICLE NINE

The name and street address of the corporation's initial registered office, and the initial registered agent at that office, are:

Robert T. Babbitt
4040 Fossil Creek Blvd., Suite 200
Fort Worth, Tarrant County, Texas 76137.

ARTICLE TEN

(a) The number of directors constituting the initial board of directors is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders and until their successors are elected and qualified are:

Robert T. Babbitt	4040 Fossil Creek Blvd., Suite 200 Fort Worth, Texas 76137
John P. Bartosiewicz	4040 Fossil Creek Blvd., Suite 200 Fort Worth, Texas 76137
John L. Wilson	4040 Fossil Creek Blvd., Suite 200 Fort Worth, Texas 76137.

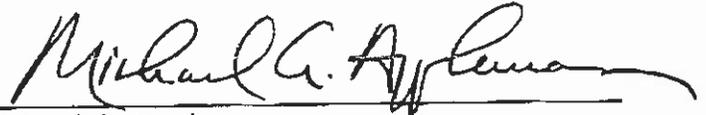
(b) Effective after the first annual shareholders' meeting, the Corporation's Bylaws shall govern the manner for determining the number of directors.

ARTICLE ELEVEN

The name and address of the incorporator is:

Michael G. Appleman
Cantey & Hanger, L.L.P.
Burnett Plaza, Suite 2100
801 Cherry Street, Unit 2
Fort Worth, Texas 76102-6881.

IN WITNESS WHEREOF, I have hereunto set my hand on this January 7, 2003.



Michael G. Appleman,
Incorporator

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