



DECEMBER 2, 0 DÉCEMBRE 2004

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION**

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale actuelle de la société : (écrire en LETTRES MAJUSCULES SEULEMENT) :

S	T	U	D	E	N	T		T	R	A	N	S	P	O	R	T	A	T	I	O	N		O	F		A	M	E	R
I	C	A		L	T	D	.																						

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
Nouvelle dénomination sociale de la société (s'il y a lieu) : (écrire en LETTRES MAJUSCULES SEULEMENT) :


3. Date of incorporation/amalgamation:  
Date de la constitution ou de la fusion :

2004 / 09 / 22

(Year, Month, Day)  
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.  
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: or minimum and maximum number of directors is/are:  
Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:

Number or minimum and maximum  
Nombre ou minimum et maximum

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5. The articles of the corporation are amended as follows:  
Les statuts de la société sont modifiés de la façon suivante :

a) To delete in their entirety, the provisions of Article 9 of the Articles of Incorporation of the Corporation;

b) To add the following provisions to the Other provisions in Article 9 of the Articles of Incorporation:

**Chief Executive Officer to be a Director**

Notwithstanding anything to contrary provided herein, the Chief Executive Officer of the Corporation shall be a director of the Corporation.

- 6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*
- 7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2004 / 12 / 17

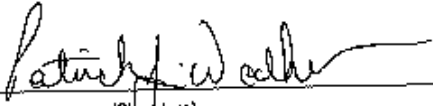
(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

**STUDENT TRANSPORTATION OF AMERICA LTD.**

(Name of Corporation) (If the name is to be changed by these articles set out current name)  
*(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).*

GOODMANSWS108592.1

By/  
Par:   
(Signature)  
(Signature)

Chief Financial Officer  
(Description of Office)  
(Fonction)



Ministry of Business Services  
 For Ministry Use Only  
 Pour l'usage exclusif du ministère  
 Ontario Business Services  
**CERTIFICATE**  
 This is to certify that these articles  
 are effective on

Ministère des Services  
 aux consommateurs  
 et aux entreprises  
**CERTIFICAT**  
 Ceci certifie que les présents statuts  
 entrent en vigueur le

Ontario Corporation Number  
 Numéro de la société en Ontario

1632710

**DECEMBER 17 DÉCEMBRE, 2004**

*[Signature]*  
 Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT  
 STATUTS DE MODIFICATION**

Form 3  
 Business  
 Corporations  
 Act

Formule 3  
 Loi sur les  
 sociétés par  
 actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
 Dénomination sociale actuelle de la société : (écrire en LETTRES MAJUSCULES SEULEMENT) :

S	T	U	D	E	N	T		T	R	A	N	S	P	O	R	T	A	T	I	O	N		O	F		A	M	E	R
I	C	A		L	T	D	.																						

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
 Nouvelle dénomination sociale de la société (s'il y a lieu) : (écrire en LETTRES MAJUSCULES SEULEMENT) :


3. Date of Incorporation/amalgamation:  
 Date de la constitution ou de la fusion :

2004 / 09 / 22

(Year, Month, Day)  
 (année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.  
 Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: or minimum and maximum number of directors is/are:  
 Nombre d'administrateurs: ou nombre minimum et maximum d'administrateurs:

Number	or	<u>minimum and maximum</u>
Nombre	ou	<u>minimum et maximum</u>
<input type="text"/>		<input type="text" value="3"/> <input type="text" value="20"/>

5. The articles of the corporation are amended as follows:  
 Les statuts de la société sont modifiés de la façon suivante :

To change the number of directors from one (1) to twenty (20) to three (3) to twenty (20).

- 6. The amendment has been duly authorized as required by sections, 168 and 170 (as applicable) of the *Business Corporations Act*.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*
  
- 7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2004 / 12 / 17

(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

**STUDENT TRANSPORTATION OF AMERICA LTD.**

(Name of Corporation) (If the name is to be changed by these articles set out current name)  
*(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).*

GOODMANS\3106942.1

By/  
Par :



(Signature)  
(Signature)

Director

(Description of Office)  
(Fonction)



Ministry of  
Consumer Services  
Ontario Business Services  
**CERTIFICATE**  
This is to certify that these articles  
are effective on

Ministère des Services  
aux consommateurs  
et aux entreprises  
**CERTIFICAT**  
Ceci certifie que les présents statuts  
entrent en vigueur le

Ontario Corporation Number  
Numéro de la société en Ontario

**OCTOBER 2 2 OCTOBRE, 2004**

*[Signature]*  
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION**

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale actuelle de la société : (écrire en LETTRES MAJUSCULES SEULEMENT) :

G	L	O	B	A	L		P	A	S	S	E	N	G	E	R		S	E	R	V	I	C	E	S		L	T	D	.

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
Nouvelle dénomination sociale de la société (s'il y a lieu) : (écrire en LETTRES MAJUSCULES SEULEMENT) :

S	T	U	D	E	N	T		T	R	A	N	S	P	O	R	T	A	T	I	O	N		O	F		A	M	E	R
I	C	A		L	T	D	.																						

3. Date of incorporation/amalgamation:  
Date de la constitution ou de la fusion :

2004, 09, 22

(Year, Month, Day)  
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.  
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: or minimum and maximum number of directors is/are:  
Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:

Number or minimum and maximum  
Nombre ou minimum et maximum

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5. The articles of the corporation are amended as follows:  
Les statuts de la société sont modifiés de la façon suivante :

To change the name of the Corporation from Global Passenger Services Ltd. to Student Transportation of America Ltd.

- 6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*
  
- 7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2004, 10, 21


(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

**GLOBAL PASSENGER SERVICES LTD.**

(Name of Corporation) (If the name is to be changed by these articles set out current name)  
*(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).*

By/  
Par :



(Signature)  
(Signature)

**Stephen Pincus, Director**

(Description of Office)  
(Fonction)



For Ministry Use Only  
 Affaire(s) en cours du ministère  
 Consider and  
 Ontario Business Services  
**CERTIFICATE**  
 This is to certify that these articles  
 are effective on

Ministère des Services  
 aux consommateurs  
 et aux entreprises  
**CERTIFICAT**  
 Ceci certifie que les présents statuts  
 entrent en vigueur le

Ontario Corporation Number  
 Numéro de la société en Ontario

**1632710**

1

**SEPTEMBER 22 SEPTEMBRE, 2004**

*[Signature]*  
 Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF INCORPORATION  
 STATUTS CONSTITUTIFS**

Form 1  
 Business  
 Corporations  
 Act

Formule 1  
 Loi sur les  
 sociétés par  
 actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
 Dénomination sociale de la société: (Écrire en LETTRES MAJUSCULES SEULEMENT)

G	L	O	B	A	L	P	A	S	S	E	N	G	E	R	S	E	R	V	I	C	E	S	L	T	D	.

2. The address of the registered office is:  
 Adresse du siège social:

250 YONGE STREET, SUITE 2400

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)  
 (Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'édifice à bureaux, numéro du bureau)

TORONTO,

ONTARIO

M 5 B 2 M 6

(Name of Municipality or Post Office)  
 (Nom de la municipalité ou du bureau de poste)

(Postal Code)  
 (Code postal)

3. Number (or minimum and maximum number) of directors is/are:  
 Nombre (ou nombres minimal et maximal) d'administrateurs:

	minimum/minimal	maximum/maximal
	<u>ONE (1)</u>	<u>TWENTY (20)</u>

4. The first director(s) is/are:  
 Premier(s) administrateur(s):

First name, middle names and surname  
 Prénom, autres Prénoms et nom de famille

Address for service, giving Street & No. or R.R. No.,  
 Municipality, Province, Country and Postal Code  
 Domicile élu, y compris la rue et le numéro, le numéro de la  
 R.R., ou le nom de la municipalité, la province, le pays et le  
 code postal

Resident Canadian  
 Yes or No  
 Résident Canadien  
 Oui/Non

STEPHEN PINCUS

250 YONGE STREET, SUITE 2400,  
 TORONTO, ONTARIO, M5B 2M6

YES

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

There are no restrictions on business the Corporation may carry on or on powers the Corporation may exercise.

6. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:*

The Corporation is authorized to issue an unlimited number of shares of one class, designated as Common Shares and an unlimited number of shares of a second class, designated as Class A Preferred Shares, issuable in series.



7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

See attached Schedule (pages 3A – 3B form a part hereof)

SCHEDULE 1  
TO THE ARTICLES OF INCORPORATION OF  
GLOBAL PASSENGER SERVICES LTD.

3A

The rights, privileges, restrictions and conditions attaching to the Common Shares as a class and the Class A Preferred Shares as a class, shall be as follows:

**1. COMMON SHARES**

**1.1 Voting**

The holders of the Common Shares shall be entitled to one vote for each Common Share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series.

**1.2 Dividends**

Subject to the prior rights of the holders of the Class A Preferred Shares and to any other shares ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of the Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, if, as and when declared by the directors out of the moneys of the Corporation properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and all dividends which the directors may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding.

**1.3 Dissolution**

In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A Preferred Shares and to any other shares ranking senior to the Common Shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

**2. CLASS A PREFERRED SHARES**

**2.1 Class A Preferred Shares, Issuable in Series**

The Class A Preferred Shares may, at any time and from time to time, be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be fixed by the directors of the Corporation. The directors of the Corporation may, before issuance and subject as hereinafter provided, determine the designation, rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares of each series including, without limiting the generality of the foregoing:

- (a) the rate, amount or method of calculation of any dividends, whether cumulative, non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which any such dividends shall accrue and any preference of such dividends;
- (b) any rights of redemption and/or purchase and the redemption or purchase prices and terms and conditions of any such rights;
- (c) any rights of retraction vested in the holders of Class A Preferred Shares of such series and the prices and terms and conditions of any such rights and whether any other rights of retraction may be vested in such holders in the future;
- (d) any voting rights;
- (e) any conversion rights;
- (f) any rights to receive the remaining property of the Corporation upon dissolution, liquidation or winding-up and the amount and preference of any such rights;
- (g) any sinking fund or purchase fund; and
- (h) any other provisions attaching to any such series of the Class A Preferred Shares,

the whole subject to the issue by the Director appointed under the *Business Corporations Act* (Ontario) (the "Act") of a certificate of amendment in respect of articles of amendment in prescribed form to designate a series of Class A Preferred Shares.

8. The issue, transfer or ownership of shares is/ls not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:*

Not applicable.

9. Other provisions if any:  
*Autres dispositions, s'il y a lieu:*

Not applicable.

10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, middle names and surname or corporate name  
*Prénom, autres prénoms et nom de famille ou dénomination sociale*

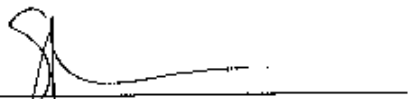
Full address for service or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code  
*Domicile élu au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro, ou le numéro de la R.R., le nom de la municipalité et le code postal*

STEPHEN PINCUS

250 YONGE STREET, SUITE 2400,  
TORONTO, ONTARIO, M5B 2M6

These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

Signatures of incorporator(s)  
*Signatures des fondateurs*



STEPHEN PINCUS