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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

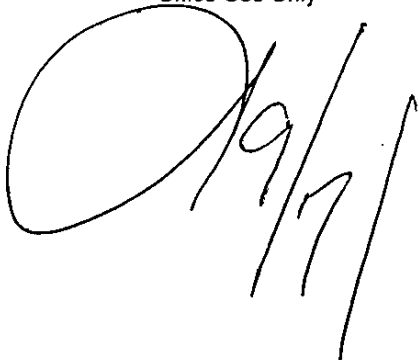
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Georgetown Rail Equipment Company

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Leigh Miller

(Name of Person)

Georgetown Rail Equipment Company

(Firm/Company)

111 Cooperative Way Suite 100

(Address)

Georgetown, TX 78626

(City/State and Zip code)

For further information concerning this matter, please call:

Joan D. Maier

(Name of Person)

at (512) 869-1842 x227

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Georgetown Rail Equipment Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Texas 3. 74-2662968
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 111 Cooperative Way Suite 100 Georgetown, TX 78626
(Principal office address)

(Current mailing address)

8. Lease out railroad equipment to major Railroads in Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Incorp Services, Inc.
Office Address: 17888 67th Court North
Loxahatchee, Florida 33470
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Amber Yormica, on behalf of Incorp Services, Inc.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Ned Snead

Address: 111 Cooperative Way Suite 100
Georgetown, TX 78626

Vice Chairman: _____

Address: _____

Director: Chris Aadnesen

Address: 111 Cooperative Way Suite 100
Georgetown, TX 78626

Director: Bonnie Stump

Address: 111 Cooperative Way Suite 100
Georgetown, TX 78626

B. OFFICERS

President: Steve Orrell

Address: 111 Cooperative Way Suite 100
Georgetown, TX 78626

Vice President: Joan Maier

Address: 111 Cooperative Way Suite 100
Georgetown, TX 78626

Secretary: John Kinnear

Address: 111 Cooperative Way Suite 100 Georgetown, TX 78626

Treasurer: Dick Mockler

Address: 111 Cooperative Way Suite 100 Georgetown, TX 78626

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Joan Maier
(Signature of Director or Officer listed in number 12 of the application)

14. Joan Maier - UP/CFO
(Typed or printed name and capacity of person signing application)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



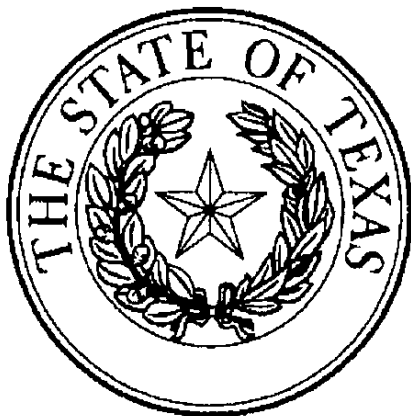
Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for GEORGETOWN RAIL EQUIPMENT COMPANY (filing number: 126446400), a Domestic For-Profit Corporation, was filed in this office on March 18, 1993.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 23, 2006.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State