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Florida Department of State  
Division of Corporations  
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FOREIGN PROFIT/NONPROFIT CORPORATION

High Speed Rails incorporated

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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. High Speed Rails incorporated

(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. Delaware

(State or country under the law of which it is incorporated)

3. 2793759

(FBI number, if applicable)

4. 10/17/2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1903 60th Place E Suite M2261, Bradenton, Florida 34203

(Principal office address)

1903 60th Place E Suite M2261, Bradenton, Florida 34203

(Current mailing address)

8. Provide IT services with open-source software to clients around the world.

(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 or Mail Drop Box NOT acceptable)

Name: Business Filings Incorporated

Office Address: 1203 Governors Square Blvd, Suite 101

Tallahassee

(City)

Florida 32301-2960

(Zip code)

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.

T. Coulthard

Terese Coulthard, Asst Secretary, Business Filings Incorporated

(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:

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TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: George Donnelly

Address: 1903 60th Place E, Suite M2261, Bradenton, Florida 34203

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: George Donnelly

Address: 1903 60th Place E, Suite M2261, Bradenton, Florida 34203

Vice President: George Donnelly

Address: 1903 60th Place E, Suite M2261, Bradenton, Florida 34203


Secretary: George Donnelly

Address: 1903 60th Place E, Suite M2261, Bradenton, Florida 34203

Treasurer: George Donnelly

Address: 1903 60th Place E, Suite M2261, Bradenton, Florida 34203

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

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

14. George Donnelly, President  
(Typed or printed name and capacity of person signing application)

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# Delaware

The First State

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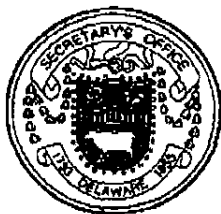
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIGH SPEED RAILS INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF OCTOBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6073835

DATE: 10-15-07