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GLOBAL RAIL CONSORTIUM, LLC.

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
GLOBAL RAIL CONSORTIUM, LLC**

The undersigned authorized agent hereby adopts the following Amended and Restated Articles of Organization.

ARTICLE I - Name

The name of the Limited Liability company is Global Rail Consortium, LLC.

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is

2292-B Hampshire Way
Tallahassee, FL 32309

ARTICLE III - Existence and Duration

The Limited Liability Company commenced on January 27, 2003, and its duration shall be perpetual.

ARTICLE IV - Membership

The initial Members of this Limited Liability Company shall be:

ARCADIS G&M, Inc
Katherine G. Beck
Korea Railroad Technology Corporation
RailNet, Inc.

Additional or substitute Members may be admitted upon approval of the then-existing Members.

ARTICLE V - Management

This Limited Liability company is a member-managed company, with authority over day-to-day management and operation of its business and affairs to be held by a Managing Member, appointed by approval of the Members. The initial Managing Member shall be Katherine Beck. Other actions of the Managing Member will be subject to the review and approval of the Members, which may appoint an executive committee of Member representatives for this and other purposes. The Managing Member may, among other things, execute contracts and other documents on behalf of the Limited Liability company.

ARTICLE VI - Registered Agent

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The name and address of the initial registered office of the limited liability company is: **03 FEB 5 PM 3:34**

Katherine G. Beck
2292-B Hampshire Way
Tallahassee, Florida, 32309

CERTIFICATION

The undersigned, being the authorized agent of the original members of the limited liability company, certifies that this instrument constitutes the Amended and Restated Articles of Organization of Global Rail Consortium, LLC.

Executed by the undersigned on February 3, 2003.


Katherine Beck

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Katherine G. Beck

By: 

Name: Katherine G. Beck

2-3-03