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15438 N Florida Address TAMPA F2 33613	Aug, Sk 102 813-2104-7377	Office Use Only
CORPORATION NAME(S) & I	DOCUMENT NUMBER(S)	(if known):
1. International Rail (Corporation Name)	Ties, LLC (Document #	
2	<u>.</u>	
(Corporation Name) 3. (Corporation Name)	(Document #	DO NOT MAIL! Call Karen to Pick Up: 878-9966
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NEW FILINGS	AMENDMENTS	
Profit Not for Profit Limited Liability Domestication Other	Amendment Resignation o	f R.A., Officer/Director gistered Agent
OTHER FILINGS	REGISTRATION	N/OUALIFICATION
Annual Report Fictitious Name	Foreign Limited Partn Reinstatement Trademark Other	ership
CR2E031(7/97)	1	Examiner's Initials

ARTICLES OF ORGANIZATION

OF
INTERNATIONAL RAIL TIES, LLC.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be International Rail Ties, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 4511 East Osborne, Tampa, Florida 33610.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Stacy Ann Cardamone, Cardamone & Associates, P.A., 15438 North Florida Avenue, Suite 102, Tampa, Florida 33613. The Certificate of Designation of Registered Agent/Registered Office is attached hereto as Exhibit "A".

ARTICLE IV -- MEMBERSHIP

The names and addresses of the members of the company are:

Donald Paul Biedrzycki, Jr., MGRM (Managing Member) 4511 East Osborne Tampa, Florida 33610

The admission of new members, transfer of membership interest, and dissolution of the LLC will be governed by the Operating Agreement, as amended from time to time.

ARTICLE V - MANAGEMENT

The company shall be managed by the members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the company. This Operating Agreement, as amended from time to time, may contain any provisions for the management of the affairs of the company not inconsistent with law or these Articles of Organization.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the company contributed to the capital of the company the cash or property set forth in the Affidavits of Membership and Contributions attached hereto as Exhibit "B". Additional capital contributions to this LLC will be governed by the Operating Agreement, as amended from time to time.

IN WITNESS WHEREOF, the undersigned Managing Member has organized this LLC and has made and subscribed these Articles of Organization at Hillsborough County, Tampa, Florida, on No. 10 1 2004.

DONALD PAUL BIEDRZYCKI, JR.

Sworn to and subscribed before me on No. 10, 2004 by DONALD PAUL BIEDRZYCKI, JR., who is personally known to me.

NOTARY PUBLIC IN THE FOR THE STATE OF FLORIDA

Susan A. Biedrzycki Commission #DD201624 Expires: Apr 19, 2007 Bonded Thru Adante Bonding Co., Inc.

EXHIBIT "A"

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, Donald Paul Biedrzycki, Jr., INTERNATIONAL RAIL TIES, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is INTERNATIONAL RAIL TIES, LLC.
- 2. The name and street address of the registered agent in Florida are:

STACY ANN CARDAMONE Cardamone & Associates, P.A. 15428 North Florida Avenue, Suite 102 Tampa, Florida 33613

Dated: Nou , 2004.

Donald Paul Biedrzycki, Jr., Mrgm international rail ties, LLC.

The undersigned, being the person named in the Articles of Organization of INTERNATIONAL RAIL ITES, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated: NOO. 10 , 2004.

STACY ANN CARDAMONE, Registered Agent

EXHIBIT "B"

MEMBERSHIP AND CONTRIBUTIONS OF DONALD PAUL BIEDRZYCKI, JR.

The undersigned Managing Member and Affiant, DONALD PAUL BIEDRZYCKI, JR., INTERNATIONAL RAIL TIES, LLC deposes and says:

- The above-named affiant is currently the only member of the limited (1)liability company named above.
- The above-named affiant will contribute \$2,000.00 in cash to the (2) operating account of the limited liability company named above for fees and costs associated with the start up of this company.
- The above-named affiant will also pledge his time to perform needed (3) services for the start up of this limited liability company.
- At this time, the above-named affiant does not anticipate additional (4) cash or non-cash contributions to be made to the limited liability company. Any additional contributions will be governed by the Operating Agreement.

THE AFFIANT SAYS NOTHING FURTHER.

, 2004. DONALD PAUL BIEDRZYCKI, JR.

Sworn to and subscribed before me on NOO. 10 DONALD PAUL BIEDRZYCKI, JR., who is personally known to me.

NOTARY PUBLIC IN THE FOR

THE STATE OF FLORIDA

Susan A. Biedrzycki Commission #DD201624 Expires: Apr 19, 2007 Bonded Thru Atlantic Bonding Co., Inc.