

L05000016810

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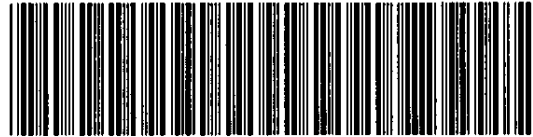
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Amend

1.

North American Rail Solutions, LLC  
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

AMARTORGcdt  
NAMRAILARTSskd

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
NORTH AMERICAN RAIL SOLUTIONS, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 605.0202, Florida Statutes, as amended, the undersigned limited liability company, North American Rail Solutions, LLC, adopts the following Amended and Restated Articles of Organization. This Company's Articles of Organization were filed on February 17, 2005; Document Number L05000016810.

**ARTICLE I - NAME**

The name of this limited liability company shall remain:

North American Rail Solutions, LLC

(hereinafter referred to as the "Company")

**ARTICLE II -PRINCIPAL OFFICE**

The principal place of business of the Company is:

1726 Kingsley Avenue  
Suite 28  
Orange Park, Florida 32073

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The mailing address of the Company is:

1726 Kingsley Avenue  
Suite 28  
Orange Park, Florida 32073

ARTICLE III - DURATION

This Company commenced its corporate existence on February 17, 2005. This Company shall exist perpetually.

ARTICLE IV - PURPOSE

This limited liability company is organized for the following purposes:

(a) Railroad contractor for motor vehicle transportation;  
and

(b) The transaction of any and all other lawful business for which limited liability companies may be organized, including but not limited to those powers enumerated in Section 605.0109, Florida Statutes, as amended, and the doing of all lawful things related thereto.

ARTICLE V - MANAGEMENT

This Company is a **Manager-managed** Company and is managed by two (2) Managers. The number of Managers may be increased or decreased by the Members from time to time, but shall never be

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less than one (1). Any and all powers and duties conferred or imposed upon the Manager(s), in addition to those contained in Chapter 605, Florida Statutes, as amended, shall be pursuant to the provisions of the Operating Agreement of the Company or pursuant to a duly adopted resolution of the Members. The names and addresses of the Managers are:

Manager: James R. Walker, Jr.  
1726 Kingsley Avenue  
Suite 28  
Orange Park, Florida 32073

Manager: Michael T. Williamson  
1726 Kingsley Avenue  
Suite 28  
Orange Park, Florida 32073

#### ARTICLE VI -REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the registered agent of this Company is:

James R. Walker, Jr.  
1726 Kingsley Avenue  
Suite 28  
Orange Park, Florida 32073

#### ARTICLE VII - RESTRAINT ON TRANSFER

The Members may, by agreement, impose any reasonable restraint on the sale, conveyance, gifting, transfer, encumbrance or alienation of Membership Interests.

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ARTICLE VIII - AMENDMENT

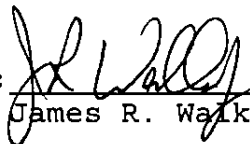
The Members reserve the right to alter, amend or repeal any provisions contained in these Articles of Organization, or to adopt new provisions, and the method for same shall be contained in the Operating Agreement of the Company.

These Amended and Restated Articles of Organization were adopted and approved by a unanimous vote of the Members of the Company on January 9, 2017. These Amended and Restated Articles of Organization were adopted and approved by a unanimous vote of the Managers of the Company on January 9, 2017. These votes were a sufficient number to approve these Amended and Restated Articles of Organization. No other or further votes or approvals were necessary.

IN WITNESS WHEREOF, the undersigned authorized Managers have executed these Amended and Restated Articles of Organization on behalf of the Company and in their capacity as Managers on this 31<sup>ST</sup> day of January, 2017.

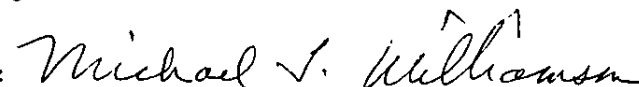
North American Rail Solutions, LLC,  
a Florida limited liability company

BY:



James R. Walker, Jr., Manager

BY:



Michael T. Williamson, Manager

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**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
FOR LIMITED LIABILITY COMPANY**

Pursuant to Section 605.0113, Florida Statutes, the  
following is submitted:

North American Rail Solutions, LLC

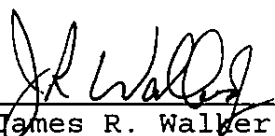
with its principal office as indicated in the attached Amended  
and Restated Articles of Organization in the State of Florida,  
has named as its Agent to accept service of process within this  
State:

James R. Walker, Jr.  
1726 Kingsley Avenue  
Suite 28  
Orange Park, Florida 32073

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**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of  
process for the above stated limited liability company, at the  
place designated in this Certificate, I hereby acknowledge that  
I am familiar with said laws of the State of Florida, and I  
hereby agree to act in this capacity, and I agree to comply with  
the provisions of said laws.

  
James R. Walker, Jr.