

LDS000004521

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(Business Entity Name)

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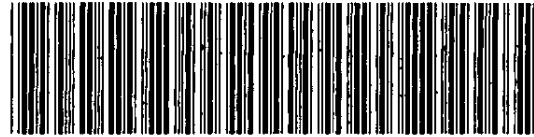
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08 JUL - 1 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RANDALL N. THORNTON

ATTORNEY AT LAW

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June 30, 2008

Florida Secretary of State
New Corporations Division
Clifton Building
2661 Executive Center Circle
Tallahassee, Fl 32301

Re: RAIL RESOURCES, LLC

Dear Sir:

Enclosed are the Articles of Organization on the above. Please file and issue a certified copy. Enclosed is my check for \$155.00.

Randall N. Thornton

encl.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF
RAIL RESOURCES, 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, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be RAIL RESOURCES, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 1090 Autumn Tree Lane Orange Park, Fl 32605.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

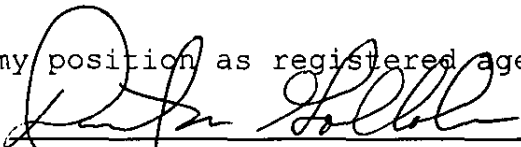
ARTICLE IV -- REGISTERED OFFICE AND AGENT

Pursuant to Fla. Stat. Section 608.415 or 608.507, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida:

The name of the Limited Liability Company is RAIL RESOURCES, LLC and the name and street address of the registered agent of the company in the state of Florida are David M. Gollobin 1090 Autumn Tree Lane Orange Park, Fl 32605.

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.


David M. Gollobin

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

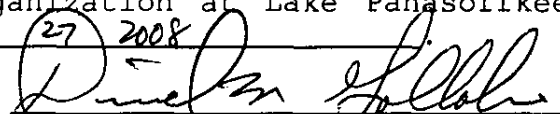
ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

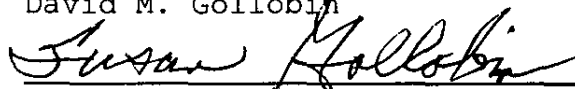
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial managers of the company are David M. Gollobin and Susan Gollobin 1090 Autumn Tree Lane Orange Park, Fl 32605.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lake Panasoffkee, Sumter County, Florida, on JUNE 27 2008

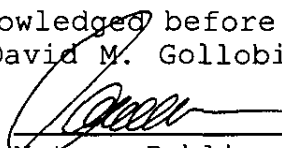

David M. Gollobin


Susan Gollobin

STATE OF FLORIDA

COUNTY OF

The foregoing instrument was acknowledged before me on the 28th day of June, 2008, by David M. Gollobin and Susan Gollobin.


Notary Public, State of FL
My Commission Expires: _____

Personally known ✓ or produced identification _____
Type of identification produced _____



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TALLAHASSEE FLORIDA