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†† Board Certified Marital and Family Lawyer

January 27, 2000

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*****78.50 *****78.50

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: **Rail-Veyor Technologies, Inc.**
Our File No. 5790-1

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed for Rail-Veyor Technologies, Inc. I am enclosing my check in the amount of \$78.50 to cover the cost of filing as well as the cost of a certified copy. Please return the certified copy in the self-addressed, stamped envelope at your earliest convenience.

If additional monies are required or if you should have any questions or concerns, please don't hesitate to give me a call collect at the above-referenced phone number.

Sincerely,

FROST & SAUNDERS, P.A.

Robert Aranda

RA/ka
Enclosures
cc: Mr. Julian Hazen

FILED
00 JAN 31 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-3-00

**ARTICLES OF INCORPORATION
OF
RAIL-VEYOR TECHNOLOGIES, INC.**

FILED
JAN 31 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Rail-Veyor Technologies, Inc.

ARTICLE II

The street address of the principal office of the Corporation is 1550 Centennial Boulevard, Bartow, Florida 33830.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 10,000 all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 395 South Central Avenue, Bartow, Florida 33830. The initial registered agent for the Corporation at that address is Frost & Saunders, P.A.

ARTICLE V

The initial board of directors shall consist of two (2) members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
James J. Hazen	1550 Centennial Blvd. Bartow, FL 33830
Merton F. Dibble	895 Faver Dykes Road St. Augustine, FL 32086

ARTICLE VI

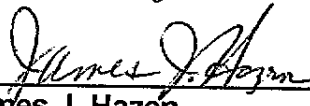
The names and street addresses of the persons signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
James J. Hazen	1550 Centennial Blvd. Bartow, FL 33830
Merton F. Dibble	895 Faver Dykes Road St. Augustine, FL 32086


ARTICLE VII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25th day of January, 2000.



James J. Hazen



Merton F. Dibble

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Rail-Veyor Technologies, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

FROST & SAUNDERS, P.A.



Robert J. Aranda
Florida Bar No. 0988324
Post Office Box 2188
Bartow, FL 33831-2188
(941) 533-0314
Fax: (941) 533-8985

Date: 1/27/00

FILED
00 JAN 31 PM 4: 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA