

MORTON H. SILVER
Attorney at Law

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May 3, 2000

Hon. J. Kassees
Directors Office
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

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Privileged & Confidential

In re: Registration of RAILROAD MACHINERY TRADERS, Inc

Dear Sir:

Enclosed please you will find duly executed articles for the
above corporation, together with a check in the sum of \$ ~~78.75~~
to cover the costs of registering same. 87.50

Thank you very much.

Very truly yours,


MORTON H. SILVER

Rec 5/8

MHS:gn
encl.
sent: Federal Express
cc. Juan Carlos Giovanetti

FILED
00 MAY -8 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EW
5/9

ARTICLES of INCORPORATION
of
RAILROAD MACHINERY TRADERS, Inc.

FILED
00 MAY -8 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators under these Articles of Incorporation, order to form a corporation under the laws of Florida, hereby certify:

ARTICLE 1 - The name of the corporation is:

RAILROAD MACHINERY TRADERS, Inc.

ARTICLE 2 - This corporation is to exist perpetually.

ARTICLE 3 - The general purposes for which this corporation is organized is:

(a) To manufacture, assemble, build, repair, lease, purchase or otherwise acquire, sell, exchange, dispose of, deal or traffic in, distribute and exhibit railroad machinery, engines, carriers, cars, equipment, parts and accessories of every class and description, instruments, components, devices, supplies and accessories in connection therewith; to operate railroad stations, manufacturing plants, passenger, cargo, mail and express lines; to service and maintain railroad machinery, engines, cars, and components, to engage in railroad manufacturing, repairs, and sales of said work; to operate railroad machinery businesses, and all components thereof, both at retail and at wholesale, as principal or agent.

(b) To engage in the business of, railroad transportation, railroad machinery, transportation of passengers or cargo, freight forwarding movement of cargo; furnishing every kind of support service to railroads, including, but not limited to administration, office personnel, cargo handling, railroad maintenance, ticket handling, cargo and passenger ticket sales and promotion, import and export documentation and services, custom documentation and any other service in connection with the railroad business, both passenger and cargo, both at wholesale or retail, as principal or agent, and any other business in connection therewith.

(c) To do anything which a corporation may lawfully do under the laws of the State of Florida.

ARTICLE 4- The street and mailing address of the initial principal office of the corporation is: 9650 S.W. 122nd Court, Miami, Florida 33186.

ARTICLE 5- The aggregate number of shares of stock which the corporation shall have authority to issue is 50 shares of no par value, capital stock.

ARTICLE 6- The street address of the initial registered office of the corporation is 24000 Tennessee Road, Homestead, Florida 33031, and the name of its initial registered agent at such address is Morton H. Silver.

ARTICLE 7- This corporation shall have not less than one director on the Board of Directors initially. The By-Laws may increase or diminish the number of directors, but shall never be less than one. The names and addresses of the members of the first Board of Directors are:

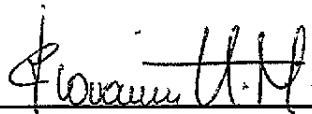
Name: Juan Carlos Giovanetti
Address: 9650 S.W. 122nd Court, Miami, Florida 33186.

Name: Marta Donado
Address: 9650 S.W. 122nd Court, Miami, Florida 33186.

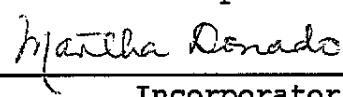
ARTICLE 8- The name and address of each incorporator of the corporation is:

Name: Juan Carlos Giovanetti
Address: 9650 S.W. 122nd Court, Miami, Florida 33186.

Name: Marta Donado
Address: 9650 S.W. 122nd Court, Miami, Florida 33186.



Incorporator



Incorporator

STATE OF FLORIDA:

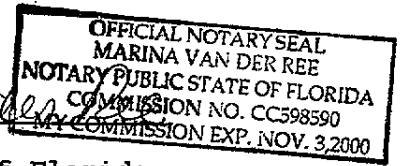
Acknowledgment

COUNTY OF DADE :

PERSONALLY APPEARED before me, the undersigned authority, Juan Carlos Giovanetti and Marta Donado, to me well known as the persons described as Incorporators in the above Articles of Incorporation, and acknowledged it to be their deed.

WITNESS my hand and seal this 4 day of May 2000 at City of Miami, County of Dade, State of Florida.

Marina van der Ree
Notary Public- State of Florida



My Commission Expires: NOVEMBER 3, 2000

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above named corporation and to act as its Registered Agent at the place designated in the foregoing Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of said duties.

Dated: May 3 2000.

Morton H. Silver
REGISTERED AGENT

Morton H. Silver
24000 Tennessee Road
Homestead, Florida 33031