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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

RAIL'S OF Q OF L, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
RAIL'S Q of L, INC.

(24)

ARTICLE I
CORPORATE NAME

The name of this corporation is RAIL'S Q of L, Inc.

ARTICLE II
COMMENCEMENT OF THE CORPORATE EXISTENCE

The corporate existence commences on the 5th day of September, 2000.

ARTICLE III
PRINCIPAL OFFICE

The mailing address of this corporation RAIL'S Q of L, Inc., 4001 South Ocean Boulevard, #316, South Palm Beach, Florida 33480.

ARTICLE IV
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) at \$1.00 par value.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Christian N. Scholin, 505 South Flagler Drive, Suite 400, West Palm Beach, Florida 33401.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A) Board of Directors.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than one (1) person. The number of Directors of the corporation shall be one (1), provided however, that such number may be changed by a By-Law duly adopted by the shareholders.

Christian N. Scholin, Esquire
Mollica & Scholin, P.A.
Florida Bar No.: 980102
505 South Flagler Drive, Suite 400
West Palm Beach, Florida 33401
Telephone: 561/655-7711
Facsimile: 561/655-7972

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The Directors named herein as the first Board of Directors shall hold office until the first meeting of shareholders at which time an election of Directors shall be held.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Raili Stahl

4001 South Ocean Boulevard, #316
South Palm Beach, FL 33480

B) Corporate Officers.

The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VII
INCORPORATORS

The names and street address of the Incorporator to these articles of incorporation are Raili Stahl, 4001 South Ocean Boulevard, #316, South Palm Beach, Florida 33480.

ARTICLE VIII
PURPOSE

The purpose or purposes for which the corporation is organized are: To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

The undersigned, for the purpose of forming this corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 5th day of September, 2000.


Raili Stahl

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REGISTERED AGENT AND OFFICE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is RAILI'S Q of L, Inc.
2. The name of the registered agent is Christian N. Scholin.
3. The address of the registered agent/registered office is Christian N. Scholin, Esquire, 505 South Flagler Drive, Suite 400, West Palm Beach, Florida 33401.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Christian N. Scholin

Date: September 5, 2000.

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