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ACCOUNT NO. : 072100000032

REFERENCE : 969368 154297A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 18 PM 4:03

ORDER DATE : January 18, 2001

ORDER TIME : 1:58 PM

ORDER NO. : 969368-005

CUSTOMER NO: 154297A

CUSTOMER: Mr. David S. Wainer, Iii
Ford & Miller, P.a.

Suite 320
6 East Bay Street
Jacksonville, FL 32202

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

400003554384--8

NAME: RAILCAR EXPRESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

g 1/18/01

ARTICLES OF INCORPORATION

OF

RAILCAR EXPRESS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 18 PM 4:03

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of this Corporation is RAILCAR EXPRESS, INC.

ARTICLE II – PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation is 9017 Timberlin Lake Road, Jacksonville, Florida 32256.

ARTICLE III – 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) shares of common stock.

ARTICLE IV – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Bonita K. Evans, 9017 Timberlin Lake Road, Jacksonville, Florida 32256.

ARTICLE V – INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI – INCORPORATOR

The name and street address of the incorporator is Bonita K. Evans, 9017 Timberlin Lake Road, Jacksonville, Florida 32256.

ARTICLE VII – BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may, from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII – AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of December, 2000.

BKE

Bonita K. Evans
Bonita K. Evans

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 18 PM 4:03

Pursuant to the provisions of § 607.0501, Florida Statutes, RAILCAR EXPRESS, INC., 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 RAILCAR EXPRESS, INC.
2. The name and address of the registered agent and office is Bonita K. Evans, 9017 Timberlin Lake Road, Jacksonville, Florida 32256.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, BONITA K. EVANS HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

By:

Bonita K. Evans
Bonita K. Evans

Date:

Jan. 5, 2001