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TRANSMITTAL LETTER

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

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-04/06/01--01076--005
*****70.00 *****70.00

SUBJECT: RAILROAD ENGINEERING CONSULTANTS, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of Seventy Dollars.

FROM: RICHARD N. CAMPS, CPA, PA
Name

4110 Southpoint Boulevard, Suite 206
Address

Jacksonville, Florida 32216
City, State, Zip

(904) 281-9924
Telephone number

FILED
2001 APR -6 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/11/01

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2001 APR -6 AM 9:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

RAILROAD ENGINEERING CONSULTANTS, INC.

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

ARTICLE I - NAME

The name of this Corporation is: RAILROAD ENGINEERING CONSULTANTS, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 1000 shares of common stock at a par value of \$1.00 per share. The issued stock will be 100 shares of common stock at a value of \$1.00 per share as the initial stock.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The By-laws explain in detail the rights of shareholders in the purchase and sale of corporation stock.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office is 8032 Jaguar Drive, Jacksonville, FL 32244 and the mailing address of the corporation is 8032 Jaguar Drive, Jacksonville, FL 32244. The Board of Directors may from time to time move the principal office and mailing address to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors is:

DONALD O. KREITZMAN
8032 JAGUAR DRIVE
JACKSONVILLE, FL 32244

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles Of Incorporation is:

DONALD O. KREITZMAN
8032 JAGUAR DR.
JACKSONVILLE, FL 32244

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4110 SOUTHPOINT BLVD, #205, Jacksonville, Florida 32216, and the name of the initial Registered agent of this Corporation at that address is RICHARD CAMP, CPA

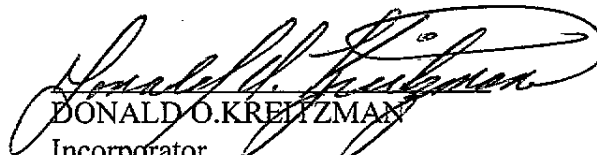
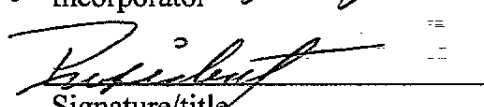
ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall be with the filing of these Articles of Incorporation with the Secretary of State in Florida.

The undersigned has (have) executed these Articles of Incorporation this
4th day of April, 2001.


DONALD O. KREITZMAN
Incorporator

Signature/title

REGISTERED AGENT'S ACCEPTANCE

The undersigned officer of the above-designated Registered Agent, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for RAILROAD ENGINEERING CONSULTANTS, INC. a service corporation, a Florida Corporation, in accordance with Florida Statutes, Section 607.0501.

DATE

4/3/01


RICHARD CAMP, CPA
REGISTERED AGENT

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