

TRANSMITTAL LETTER

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

Subject: ALL ABOARD ELECTRIC INC.

(Proposed corporate name - must include suffix)

200004422822-7
-06/15/01--01074--006
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 X \$70.00
Filing Fee

 \$78.75
Filing Fee &
Certificate

 \$122.50
Filing Fee &
Certified Copy

 \$131.25
Filing Fee,
Certified Copy &
Certificate

ADDITIONAL COPY REQUIRED

FROM:

JOHN SULLIVAN

Name (printed or typed)
2919 34TH AVE N.

Address
ST.PETERSBURG, FL 33713

City, State & Zip
(727) 526-9013

Daytime Telephone number

FILED
01 JUN 15 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 18 2001

4

NOTE: Please provide the original and one copy of the articles.
ARTICLES OF INCORPORATION

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.

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01 JUN 15 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 NAME

The name of the corporation shall be

ALL ABOARD ELECTRIC INC.

ARTICLE 11 PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2919 34TH AVENUE N.
ST.PETERSBURG, FL 33713

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK

ARTICLE 1V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JOHN SULLIVAN
2919 34TH AVE N.
ST.PETERSBURG, FL 33713

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JOHN SULLIVAN
2919 34TH AVE N.
ST.PETERSBURG FL 33713

SUZANNE SULLIVAN
2919 34TH AVE N.
ST.PETERSBURG, FL 33713

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

08TH day of JUNE, 2001

(An additional article must be added if an effective date is requested)

John J. Sullivan

Signature

Suzanne Sullivan

Signature

Signature

Notarization is not required

Note: Affixing an officer title after signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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:

ALL ABOARD ELECTRIC INC.

2. The name and address of the registered agent and office is:

JOHN SULLIVAN

(Name)

2919 34TH AVE N.

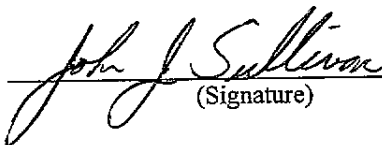
(P.O. Box or Mail Drop Box Not Acceptable)

ST.PETERSBURG FL 33713

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.


(Signature)

6-8-01
(Date)