

TRANSMITTAL LETTER

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

RECEIVED
FEB 22 2011 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Global Bail Consortium, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☒ \$78.75 Filing Fee & Certified Copy
ADDITIONAL COPY REQUIRED

FROM: Katherine G. Beck
Name (Printed or typed)
2292-B Hampshire Way
Address
Tallahassee FL 32309
City, State & Zip
850 566-0999
Daytime Telephone number

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-02/22/02--01053--009
*****78.75 *****78.75

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

2/22

ARTICLES OF INCORPORATION

OF

Global Rail Consortium, Inc.

APPROVED
AND
FILED

02 FEB 22 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE- NAME

The name of this business shall be Global Rail Consortium, Inc. The principal place of business shall be 2292-B Hampshire Way, Tallahassee, Florida 32309.

ARTICLE II- DURATION

The existence of corporation is to be perpetual unless dissolved according to law.

ARTICLE III- NATURE OF BUSINESS

The general nature of the business will be to provide consulting and lobbying services to individuals, associations, corporations, and business groups in the areas of business development, transportation, and political relations.

To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or payment for property acquired and for any of the other objects or purposes of the corporation or its business, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any

part of the property, rights, privileges, of the corporation wherever situated, whether now owned or hereinafter acquired.

To acquire by purchase, exchange or otherwise, all or any part of, or any interest in, the property, assets, business and good will of any one or more corporations, associations, partnerships, either general or limited, firms, syndicates or individuals, engaged in any business which this corporation is authorized to carry on; to pay for the same in cash, property of its own, or other securities, to hold, operate, reorganize, liquidate, mortgage, pledge, sell, exchange, or in any manner dispose of the whole or any part whereof; and, in connections therewith, to assume or guarantee performance of any liabilities, obligations or contracts of corporations, associations, partnerships, firms, syndicates, or individuals, and to conduct in any lawful manner, the whole or part of any business permitted under the laws of the United State and the State of Florida.

No contract or other transaction between the corporation and other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or is a director or officer or are directors or officers of such other corporation and may be a party or parties to or may be interested in any contract or transaction of this corporation or in which the corporation is interested; and no contract, act or transaction of ths corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act, or transaction of the corporation or in which the corporation is interested; and no contract, act or trasnaction of this corporation with any person or persons, firms, or corporations

shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or associations, and each and every person who may become a director of this corporation is hereby relieved from any liability that might exist, from contracting with the corporation for the benefit of himself or the firm or corporation for the benefit of himself or the firm or corporation to which he may be otherwise indebted.

Each officer and director of the corporation shall disclose to the Board of Directors his relationship with any person, firm, or entity with which this corporation seeks to transact business and each such officer and director shall act in good faith with respect to such transaction.

ARTICLE IV- CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue if five-hundred (500) shares, which shall be shall of the same class at a par value of (\$1.00) per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2292-B Hampshire Way, Tallahassee, Florida 32309. Katherine G. Beck

ARTICLE VI- FIRST BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be

less than one. The name and address of the initial director of this corporation is Katherine G. Beck, 2292-B Hampshire Way, Tallahassee, Florida 32309.

ARTICLE VII -INDEMNIFICATION OF DIRECTORS

All directors shall be indemnified by the corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all directors against any liability asserted against them or incurred by them in their capacity as directors or arising out of their status as such.

ARTICLE VIII -BY LAWS

The stock holders shall be authorized to adopt by-laws, including therein a provision for replacement of lost or destroyed stock certificates and for a lien upon its stock for stockholders' indebtedness to the corporation, such by-laws not to be inconsistent with the laws of the State of Florida, and including a provision that the by-laws may be amended, altered or repealed by the Board of Directors or the shareholders of this corporation and a provision that the shareholders, by agreement, may restrict the transfer or encumbrance of any and all of the stock of this corporation. The by-laws shall also provide for doing business with all shareholders.

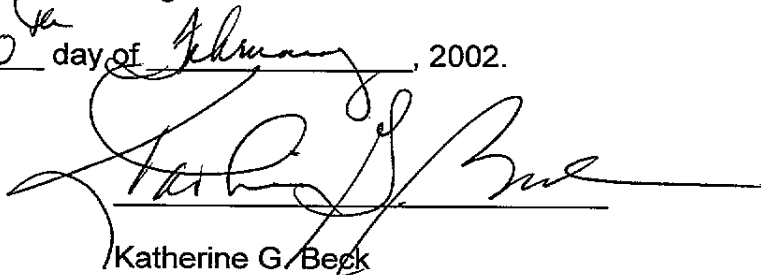
ARTICLE IX -INCORPORATION

The name and address of the incorporator to these Articles of Incorporation is Katherine G. Beck, 2292-B Hampshire Way, Tallahassee, Florida 32309.

ARTICLE X -AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment proposed shall be approved by the shareholders at a meeting thereof by a majority of the stockholders entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

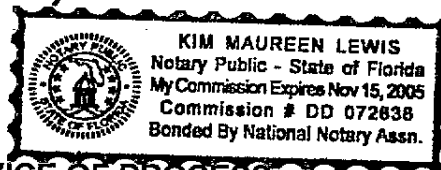
IN WITNESS THEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 20th day of February, 2002.


Katherine G. Beck

STATE OF FLORIDA
COUNTY OF LEON


BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth, personally appeared Katherine G. Beck who produced Personally Known as identification, and is known to be the person who executed the foregoing Articles of Incorporation for Global Rail Consortium.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the
State and County aforesaid this 20th day of February, 2002.



ACCEPTANCE OF REGISTERED AGENT AND SERVICE OF PROCESS

Having been named as registered agent and to accept service of process for
Global Rail Consortium, Inc., 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 provisions of all statutes relating to proper and complete performance
of my duties, and I am familiar with and accept the obligations of my position as
registered agent.



Registered Agent/ Katherine G. Beck

2-20-02
DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 22 AM 11:39

APPROVED
AND
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