

JOHN T. CHANDLER
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September 24, 2002

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****122.50 *****79.75

Division of Corporations,
Florida Department of State
P.O. Box 627
Tallahassee, FL 32304

Re: Houston Locomotive Group, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. Please file the documents.

A check in the sum of \$122.50 is enclosed, which represents the following fees:

| | |
|-----------------------------|--------------|
| Filing Fee | \$ 35.00 |
| Certified copy | 52.50 |
| <u>Registered agent fee</u> | <u>35.00</u> |
| TOTAL | \$122.50 |

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

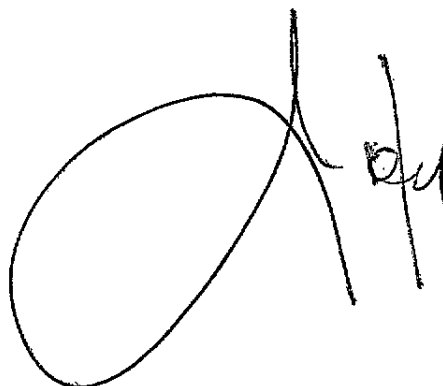
Sincerely,



JOHN T. CHANDLER

JTC/lc

Enclosures



RECEIVED
02 SEP 27 PM 2:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF HOUSTON LOCOMOTIVE GROUP, INC.

FILED
02 SEP 27 PM 2:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

1. **NAME.** The name of the corporation is Houston Locomotive Group, Inc.

2. **TERM.** The corporation shall exist perpetually. Corporate existence shall begin when these articles are filed with the Department of State.

3. **PURPOSE.** The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

4. **CAPITAL STOCK.** This corporation is authorized to issue 100 shares of common stock of a par value of \$1.00 per share. The board of directors may dispose of the authorized but unissued stock from time to time, but every shareholder may purchase his prorata share, as near as can be done without the issuance of fractional shares, on the sale for cash of any previously unissued or new stock of this corporation at the same price at which it is offered to others.

5. **REGISTERED AGENT.** The initial registered agent for this corporation is **MARK E. LEES**, and the initial registered office is located at 3400 Twin Lakes Terrace, #202, Fort Pierce, FL 34951.

6. **CORPORATE ADDRESS.** The corporation's initial principal office is located at 3400 Twin Lakes Terrace, #202, Fort Pierce, FL 34951 and the mailing address is the same.

7. **DIRECTORS.** This corporation shall have one (1) director initially. The number of directors shall be fixed by the bylaws.

8. **INITIAL DIRECTORS.** The name and address of the first board of directors, who shall hold office until the first annual meeting of stockholders, is: **MARK E. LEES**, 3400 Twin Lakes Terrace, #202, Fort Pierce, FL 34951.

9. **INCORPORATOR.** The name and address of the incorporator is **LINDA LEES**, 3400 Twin Lakes Terrace, #202, Fort Pierce, FL 34951.

10. AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

Dated this 23 day of September, 2002.


LINDA LEES

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LINDA LEES, who is personally known to me or who was identified by Florida Driver License, who executed the foregoing instrument and who acknowledged before me that she executed the same.

WITNESSETH my hand and official seal in the County and State last aforesaid this 23 day of September, 2002.



Judy E. Herrington
Commission # DD108042
Expires April 10, 2006
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC - STATE OF FLORIDA
Commission No.
Commission Expires:

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


MARK E. LEES

FILED
02 SEP 27 PM 2:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA