

P0300001203C

Katherine Beck
(Requestor's Name)

2292-B Hampshire Way
(Address)

(Address)

Tallahassee FL 32309
(City/State/Zip/Phone #)

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ARTC USA Inc
(Business Entity Name)

(Document Number)

Certified Copies

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Certificates of Status

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TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 31, 2003

KATHERINE BECK

SUBJECT: KRTC USA, INC.
Ref. Number: W03000002986

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for KRTC USA, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 603A00006656

ARTICLES OF INCORPORATION
OF
KRTC USA, Inc.

FILED
STATE
SECRETARY
03 JAN 31 PM 2:05
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 KRTC USA, 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, design engineering, supervision and inspection for rail projects in continental United States of America.

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 transaction 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 is five-hundred (500) shares, which shall be 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.

ARTICLE VI- FIRST BOARD OF DIRECTORS

The corporation shall have two (2) directors 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 five. The name and address of the initial directors of this corporation are

Chong Seo Shin, 602-25 Namnyun-Dong, Kwanak-Gu, Seoul, Korea and Hee Jin Kang,
602-25 Namnyun-Dong, Kwanak-Gu, Seoul, Korea.

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

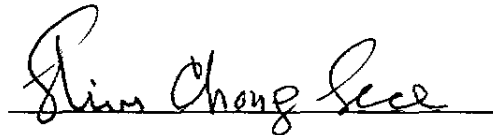
The name and address of the incorporator to these Articles of Incorporation is Mr. Chong Seo Shin, 602-25 Namnyun-Dong, Kwanak-Gu, Seoul, Korea.

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 30 day of JANUARY, 2003.



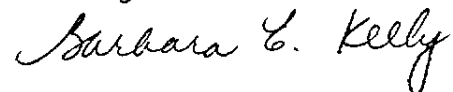
Chong Seo Shin

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth, personally appeared Chong Seo Shin who produced Passport as identification, and is known to be the person who executed the foregoing Articles of Incorporation for KRTC USA, Inc.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 30th day of January, 2003.






ACCEPTANCE OF REGISTERED AGENT AND SERVICE OF PROCESS

Having been named as registered agent and to accept service of process for KRTC USA, 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

DATE

 30, 2003

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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