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03 DEC 12 PM 2:35

CLERK OF STATE
TALLAHASSEE, FLORIDA

12/12/03

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Fl. 32301

SUBJECT: SOUTHERN RAIL DISMANTLERS, INC.

Enclosed please find the Articles of Incorporation for the above-named corporation for filing. I have also enclosed a check in the amount of \$87.50 to cover the following:

<input type="checkbox"/> \$70.00 Filing Fees	<input type="checkbox"/> \$78.75 Filing Fees & Certificate of Status
<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Cert. of Status
ADDITIONAL COPY REQUIRED	

FROM: Mark Lees

Name (Printed or typed)

630 Muskrat Run

Address

Port St. Lucie, FL 34983

City, State & Zip

(772) 879-7564

Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOUTHERN RAIL DISMANTLERS, INC.

I, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is SOUTHERN RAIL DISMANTLERS, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The general nature of the business of the corporation is to engage in the sale of railroad parts and all other legal activities authorized by the State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with a par value of \$1.00.

REGISTERED OFFICE

INCORPORATORS

OFFICERS

MANAGEMENT

SUBCHAPTER S

Each shareholder of this corporation shall, and does hereby consent to the election to be taxed as a Sub Chapter S corporation.

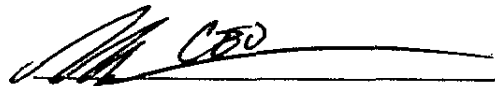
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 10th day of December, 2003.


Mark Lees

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as registered agent for said
corporation.

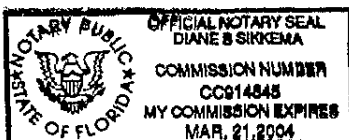

Mark Lees

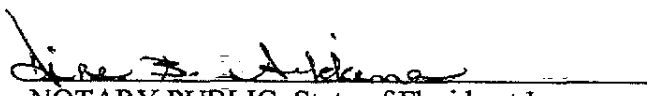
STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned officer, this day personally appeared MARK LEES, who is
personally known to me, and acknowledged before me that he executed these Articles of
Incorporation.

WITNESS my hand and official seal on this 10th day of December, 2003.




NOTARY PUBLIC, State of Florida at Large
My Commission Expires: 3-21-04