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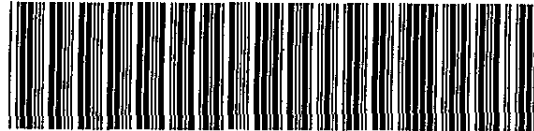
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LILES, DAVISON, TIEMAN & GOINS, LLC

GERALD L. LILES, PC
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LEE C. TIEMAN, PC
LARRY D. GOINS, PC*
JACK HENDRIX
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Of Counsel:
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VIA FEDERAL EXPRESS

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March 4, 2004

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Paralegals
Elizabeth Christmas
Deanna Evans

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Herzog Southern, Inc.

Ladies and Gentlemen:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 for the filing fee for said articles. If all is in order, please return to our office a stamped "filed" copy of the Articles of Incorporation as well as a Certificate of Incorporation. A self-addressed stamped envelope is enclosed for your convenience.

If you have any questions, please feel free to contact the undersigned. Thank you for your assistance in this matter.

Sincerely,

LILES, DAVISON, TIEMAN & GOINS, LLC

By:


Elizabeth R. Christmas, Paralegal

Filed by Attorney Jeff Davison
1018 W. St. Maartens Drive, Suite 200
St. Joseph, MO 64506
816-364-4044 Telephone

ARTICLES OF INCORPORATION

OF

HERZOG SOUTHERN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of the age of eighteen years or more, for the purposes of forming and establishing a corporation for profit under the laws of the State of Florida, and in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit) and all amendments thereto, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation shall be: Herzog Southern, Inc.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business/ mailing address is: 1100 Park Central Blvd. South, Suite 1400, Pompano Beach, Florida 33064.

ARTICLE THREE - PURPOSE

The Corporation is formed for the following purposes and shall have the following powers which shall include in general, to carry on any other business in connection with each and all of the foregoing or incidental thereto, and to carry on, transact and engage in any and every lawful business or other lawful thing calculated to be of gain, profit or benefit to the corporation as fully and freely as a natural person might do, to the extent and in the manner, and anywhere within and without the State of Florida, as it may from time to time determine; and to have and exercise each and all of the powers and privileges, either direct or incidental, which are given and provided by or are available under the laws of the State of Florida in respect of general and business corporations organized for profit thereunder; provided, however, that the corporation shall not engage in any activity for which a corporation may not be formed under the laws of the State of Florida.

In addition to the above general purposes and powers and without limiting the same, this Corporation shall have the following powers:

1. To engage in the railway construction, repair or rehabilitation business, including designing, construction, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work on railway systems including depots, freighthouses, railway stations and shops, stockyards, elevators, warehouses, or any other structures or facilities related to or useful

and convenient to the operation of a railway; to conduct the aforesaid business and all of its branches and to do such other things as are incidental, proper or necessary in the operation of the business and in the carrying out of any or all of its purposes.

2. To buy, lease, rent or otherwise acquire, own, hold, use, divide, partition, develop, improve, operate and sell, lease, mortgage or otherwise dispose of, deal in and turn to account real estate, leaseholds and any and all interests or estates therein or appertaining thereto; and to construct, manage, operate, improve, maintain and otherwise deal with buildings, structures and improvements situated or to be situated on any real estate or leasehold.

3. To buy, utilize, lease, rent, import, export, manufacture, produce, design, prepare, assemble, fabricate, improve, develop, sell, lease, mortgage, pledge, hypothecate, distribute and otherwise deal in at wholesale, retail or otherwise, and as principal, agent or otherwise, all commodities, goods, wares, merchandise, machinery, tools, devices, apparatus, equipment and all other personal property, whether tangible or intangible, of every kind without limitation as to description, location or amount.

4. To enter into any lawful contract or contracts with persons, firms, corporations, other entities, governments or any agencies or subdivision thereof, including guaranteeing the performance of any contract or any obligation of any person, firm, corporation or other entity.

5. To buy, lease, contract for, invest in or otherwise acquire any real or personal property, or any interest therein, or all or any part of the good will, rights, franchises, property and business of any person, entity, partnership, association or corporation, to pay for the same in cash or in stock of any class, bonds, or other obligations of the corporation or otherwise, to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired, to assume in connection therewith any liabilities of any such person, entity, partnership, association or corporation, and conduct in any lawful manner the whole or any part of the business thus acquired.

6. To purchase or otherwise acquire, hold, sell, pledge, reissue, transfer or otherwise deal in, shares of the corporation's own stock, provided that it shall not use its funds or property for the purchase of its own shares of stock when such use would be prohibited by law, by the Articles of Incorporation or by the Bylaws of the corporation; and, provided further, that shares of its own stock belonging to it shall not be voted upon directly or indirectly.

7. To invest, lend and deal with moneys of the corporation in any lawful manner, and to acquire by purchase, by the exchange of stock or other securities of the corporation, by subscription or otherwise, and to invest in, to hold for investment, or for any other purpose, and to use, sell, pledge or otherwise dispose of, and in general to deal in any interest concerning or enter into any transaction with respect to (including "long" and "short" sales of) any stocks, bonds, notes, debentures, certificates, receipts and other securities and obligations of any government, state, municipality, corporation, association or other entity, including individuals and partnerships and, while owner thereof, to exercise all of the rights, powers and privileges of ownership, including, among other things, the right to vote thereon for any and all purposes and to give consents with respect thereto.

8. To borrow or raise money for any purpose of the corporation and to secure any loan, indebtedness or obligation of the corporation and the interest accruing thereon, and for that or any other purpose to mortgage, pledge, hypothecate or charge all or any part of the present or hereafter acquired property, rights and franchises of the corporation, real, personal, mixed or of any character whatever, subject only to limitations specifically imposed by law.

9. To do any or all of the things hereinabove enumerated alone for its own account, or for the account of others, or as the agent for others, or in association with others or by or through others, and to enter into all lawful contracts and undertakings in respect thereof.

10. To have one or more offices, to conduct its business, carry on its operations and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, colonies and dependencies of the United States, in foreign countries and anywhere in the world, without restriction as to place, manner or amount, but subject to the laws applicable thereto; and to do any or all of the things herein set forth to the same extent as a natural person might or could do and in any part of the world, either alone or in company with others.

None of the purposes and powers specified in any of the paragraphs of this ARTICLE THREE shall be in any way limited or restricted by reference to or inference from the terms of any other paragraph, and the purposes and powers specified in each of the paragraphs of this ARTICLE THREE shall be regarded as independent purposes and powers. The enumeration of specific purposes and powers in this ARTICLE THREE shall not be construed to restrict in any manner the general purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of purposes or powers herein shall not be deemed to exclude or in any way limit by inference any purposes or powers which this corporation has power to exercise, whether expressly by the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of such laws.

ARTICLE FOUR - SHARES

The number of shares of all classes of stock which the corporation shall have authority to issue is 10,000 shares of stock, all of which will be common stock having no par value per share.

ARTICLE FIVE- INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Stanley M. Herzog
600 S. Riverside Road
P.O. Box 1089
St. Joseph, MO 64502

President/Treasurer

Alan L. Landes
600 S. Riverside Road
P.O. Box 1089
St. Joseph, MO 64502

Vice President

William R. Herzog
600 S. Riverside Road
P.O. Box 1089
St. Joseph, MO 64502

Secretary

ARTICLE SIX – REGISTERED AGENT

The **name and Florida street address** of the registered agent is:

CT Corporation System
1200 S. Pine Island Road
Plantation, FL 33324

ARTICLE SEVEN - INCORPORATOR

The **name and address** of the Incorporator is:

Jeff Davison
1018 W. St. Maartens Drive, Suite 200
St. Joseph, MO 64506

ARTICLE EIGHT

The power to make, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE NINE

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this corporation, does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Florida or of the United States hereinafter adopted which have references to or affect corporations, such securities, or such persons in any way; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE TEN

No person who shall now or hereafter own any shares of the common stock of the corporation shall have the right or power to pledge, sell or otherwise transfer or dispose of any such share now owned or hereafter acquired by him, unless:

1. Such share or shares shall first have been offered for sale to all of the other stockholders as a group and each other stockholder shall have the right to purchase his proportionate share of such stock. If any stockholder does not purchase his proportionate share, his right to so purchase shall pass to the other shareholders ratably. The stockholders' rights to purchase shall continue for sixty (60) days from the date such share or shares are first offered.

2. If all or any portion of such shares are not purchased by the other stockholders, such share or shares shall then be offered for sale to the corporation. The right of the corporation to purchase shall continue for a period of thirty (30) days from the date such share or shares are offered to the corporation.

The offer to sell shall be made in writing and delivered to the stockholders by personal delivery or by registered mail addressed to such stockholders at the last known address of each shown on the records of the corporation, and to the corporation by registered mail addressed to the corporation at its registered office.

If neither any of the stockholders nor the corporation shall have purchased such share or shares, then said stockholder shall be free to sell such shares of stock; provided, however, that such stockholder shall not sell such share or shares of stock at a price equal to or lower than the highest price offered for such stock by any other stockholder of the corporation. The following notation shall be placed on all stock certificates issued by this corporation:


"The shares of stock evidenced by this Certificate are not subject to sale, transfer, voluntarily or involuntarily, or by other operation of law or other disposition until first offered to the stockholders and the corporation who shall have the right to purchase said stock continuing for a period of ninety (90) days after written notice of the holder's intention to sell said shares, all in accordance with the Articles of Incorporation of this corporation."

ARTICLE ELEVEN

Each director or officer, or former director or officer of this corporation, and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or

having been, such director or officer; and any person who, at the request of this corporation, served as director or officer of another corporation in which this corporation owned corporate stock, and his legal representatives, shall in like manner be indemnified by this corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by shareholders, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board of committee. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, I have hereunto set hand this 2nd day of March, 2004.


Jeff Davison

STATE OF MISSOURI)
) ss.
COUNTY OF BUCHANAN)


The undersigned, a Notary Public, does hereby certify that on the 2nd day of March, 2004 personally appeared before me Jeff Davison who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.


Notary Public

My commission expires:

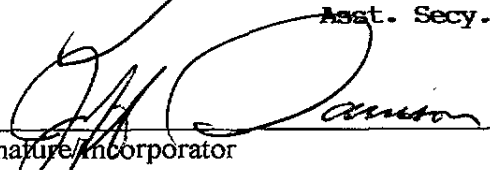
ELIZABETH R. CHRISTMAS
Notary Seal - Notary Public
STATE OF MISSOURI
Andrew County
My Commission Exp: Aug. 24, 2004

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



Signature/Registered Agent J.L. Miles
Asst. Secy.

3-3-04
Date



Signature/Incorporator

3-2-04
Date

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TALLAHASSEE, FLORIDA