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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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C.F. 2-21

RICHARD C. KEENE, ATTORNEY, P.A.

RICHARD CLINTON KEENE

1122 Third Street (Suite 6)

Neptune Beach, Florida 32266

Admitted in Florida (No. 0793957) and Maryland
(*A Florida Civil Law Notary*)

Phone: (904) 247-1600; Fax (904) 247-1696

February 16, 2006

Secretary of State, SOF

Corporate Records Division

P. O. Box 6327

Tallahassee, FL 32314-6327

RE: Bellamy Rail Consulting, Inc.

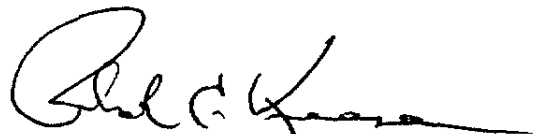
Ladies and Gentlemen:

Enclosed please find two (2) copies of the Articles of Incorporation for the corporation above, proffered for filing, along with my check in the amount of \$78.75, for Filing Fee(s).

Please file the original of the enclosure, and return to me the certified, time stamped copy. A self-addressed stamped envelope is also provided.

In advance, thank you for your prompt attention to this matter.

Very truly yours,



Richard Clinton Keene

RCK/mek

Encs.: Noted

Copy: Larry W. Bellamy
1232 South Military Trail (#1922)
Deerfield Beach, FL 33442

ARTICLES OF INCORPORATION

We/I, the undersigned, as proper person(s) acting as Incorporators of a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

FIRST

The **name** of the corporation is: **Bellamy Rail Consulting, Inc.**

SECOND

The period of its **duration** is: Perpetual

THIRD

The **purpose(s)** of the Corporation is/are: to engage in general business; and to engage in and perform consulting services (project management, engineering, in railroad and related transportation operations); and for any other functions, purposes or abilities allowed by Florida Corporation law.

FOURTH

The aggregate number of **authorized shares** of Voting Common Stock is: One Thousand (1,000), Par Value of \$1.00 Each.

FIFTH

The Corporation will not commence business until at least One Thousand (\$1,000.00) dollars have been **subscribed or received** by it as consideration for the issuance of shares.

SIXTH

(A) Cumulative voting of shares of stock shall not be authorized or allowed, by Charter, By-laws or Resolution.

(B) Provisions limiting or denying to shareholders the **Pre-emptive right** to acquire additional or treasury shares of the Corporation are:

The shares of the Corporation shall be **restricted**, such that they may initially be sold to or acquired by only other existing shareholders of the Corporation; thereafter, upon refusal to buy or acquire by each existing shareholder, the shares may a sold or offered for sale upon general market conditions.

SEVENTH

Provisions for regulating the internal affairs of the Corporation shall be governed by the **By-laws**, adopted even date herewith; Provided, however, that as a Subchapter S corporation, all affairs of the Corporation may be handled informally, by vote(s) of the

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TALLAHASSEE, FLORIDA

Shareholder(s) at any meeting; and notice of such meetings shall be waived if there are less than ten (10) shareholders or if authorized in writing in advance.

EIGHTH

The address of the initial **Registered Office** of the Corporation is: 1122 Third Street, Suite 6, Neptune Beach, FL 32266, and the name of its initial **Registered Agent** at such address is: Richard Clinton Keene, Attorney, who, by executing these Articles, acknowledges notice of such appointment and acceptance thereof in accordance with Florida Statutes 607.0501.

NINTH

Address of the **Principal Office** and place of business is: 1800 The Greens Way, Jacksonville Beach, FL 32250.

TENTH

The number of **Directors** constituting the initial Board of directors of the Corporation shall be no less than One (1) but no more than five (5), and the name(s) and address(es) of the person(s) who is/are to serve as initial director(s) until the first annual meeting of shareholders or until their successors are elected and shall qualify, are:

Name	Address
Larry Watson Bellamy	1232 South Military Trail (#1922) Deerfield Beach, FL 33442
Nadia Diamond Bellamy	1232 South Military Trail (#1922) Deerfield Beach, FL 33442

ELEVENTH

The authorized **Officers** shall be: President, Vice-president(s), Secretary, Treasurer; and the offices of any two or more may be combined except that of President and Treasurer.

Initial Officer(s) shall be:

President:	Larry Watson Bellamy
Treasurer:	Nadia Diamond Bellamy
Secretary:	Larry Watson Bellamy
Vice-president(s):	Nadia Diamond Bellamy

TWELFTH

The name and address of each **Incorporator(s)** is/are:

Name

Address

Signed: 

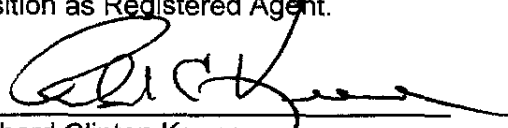
Print Name: Larry Watson Bellamy

1232 South Military Trail (#1922)
Deerfield Beach, FL 33442

Date: February 15, 2006

ACCEPTANCE OF RESIDENT AGENT

Having been named as Registered Agent, to accept service of process for the above stated Corporation 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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Richard Clinton Keene
1122 Third Street (Suite 6)
Neptune Beach, FL 32266
Registered Agent

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Date

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