

PD6000149005

Katherine Beck  
(Requestor's Name)

22928 Hampshire Way  
(Address)

(Address)

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

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Global Rail Development Consortium, Inc.  
(Business Entity Name)

(Document Number)

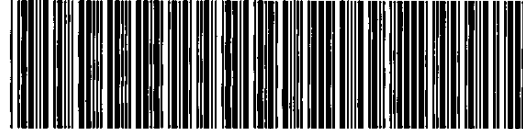
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DIVISION OF CORPORATIONS

KSP  
12/1

**ARTICLES OF INCORPORATION  
OF  
GLOBAL RAIL DEVELOPMENT CONSORTIUM, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber 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, adopts the following Articles of Incorporation for such corporation:

**ARTICLE - NAME**

The name of this business shall be Global Rail Development Consortium, 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 construction development services to both the public and private sector. Such construction services will be performed pursuant to licenses held by the corporation, individuals in the corporation, or subcontractors to the corporation, and may include, but not be limited to commercial

construction and development, roadway, or rail construction, utilities, electrical and other types of construction as dictated by the licenses aforementioned. The corporation may enter into public private partnerships with state, local, or federal governmental entities or any board, authority or commission established by rule, statute or other agreement.

To own property, real or personal, 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 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 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 one million (1,000,000) 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 five (5) 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 one. The name and address of the initial directors of this corporation are

1. Hayung Nim Choi  
627-28 Apgujeung-2 Dong  
Gangnam-Ku  
Seoul Korea
2. Chong Seo Shin  
Room 1005 Nadong Kumho Apt.  
1686-4 Seocho dong  
Seocho-ku  
Seoul Korea
3. Jae Ho Han  
683-38 Hannam-dong  
Yongsan-Ku  
Seoul Korea

4. Katherine G. Beck  
2292-B Hampshire Way  
Tallahassee, Florida 32309
5. John H. Beck  
2292-B Hampshire Way  
Tallahassee, Florida 32309

#### **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  
Katherine G. Beck, 2292-B Hampshire Way, Tallahassee, Florida 32309.

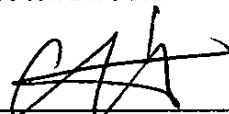
## **ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION**


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.

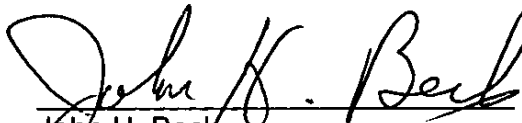
**IN WITNESS THEREOF**, the undersigned subscribed has executed these  
Articles of Incorporation, this 30<sup>th</sup> day of March, 2006.

  
\_\_\_\_\_  
Katherine G. Beck  
Incorporator/Director

  
\_\_\_\_\_  
Hayung Nim Choi  
Director

  
\_\_\_\_\_  
Chong Seo Shin  
Director

  
\_\_\_\_\_  
Jae Ho Han  
Director

  
\_\_\_\_\_  
John H. Beck  
Director

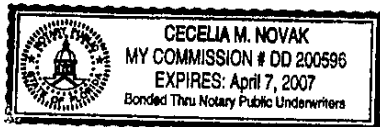


STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth, personally appeared Katherine G Beck who produced Florida Drivers License as identification, and is known to be the person who executed the foregoing Articles of Incorporation for Global Rail Development Consortium, Inc.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 1st day of December, 2006



Cecelia M Novak  
Signature of Notary

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FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ACCEPTANCE OF REGISTERED AGENT AND SERVICE OF PROCESS**

Having been named as registered agent and to accept service of process for Global Rail Development Consortium, 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.

Katherine G. Beck  
Registered Agent/Date