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FISHER, TOUSEY, LEAS & BALL, P.A. Fax 354711 Apr 17 2008 12:57 P. Page 1 of 1  
Division of Corporations

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DOMESTICATION

On-Track Railroad Services, Inc.

Certificate of Status	1
Certified Copy	0
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TALLAHASSEE, FLORIDA**CERTIFICATE OF DOMESTICATION**

Pursuant to Section 607.1801, James Donald Bagley, in his capacity as Chief Executive Officer of On-Track Railroad Services, Inc., a Georgia corporation (the "*Corporation*"), certifies the following in conjunction with its domestication in Florida:

1. The Corporation was incorporated as a Georgia corporation the name of which was On-Track Railroad Services on May 27, 2003.
2. The name immediately preceding the filing of this Certificate of Domestication is On-Track Railroad Services, Inc.
3. The name of the Corporation set forth in the Articles of Incorporation to be filed pursuant to Section 607.0202 and 607.0401 is On-Track Railroad Services, Inc.
4. The jurisdiction in which the Corporation was incorporated immediately preceding the filing of this Certificate of Domestication is Georgia.
5. The Articles of Incorporation to be filed with the Secretary of State of the State of Florida are attached hereto as **EXHIBIT A**

I, James Donald Bagley, in my capacity as Chief Executive Officer of On-Track Railroad Services, Inc., a Georgia corporation, am authorized to execute this Certificate of Domestication on behalf of the Corporation and have done so as of the 16 day of April, 2008.

  
James Donald Bagley

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ON-TRACK RAILROAD SERVICES, INC.**

The undersigned, desiring to convert a foreign corporation to a Florida corporation for profit (the "Corporation") under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the Corporation is On-Track Railroad Services, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 1781 Harrington Park Drive, Jacksonville, Florida 32225.

**ARTICLE III**  
**CAPITAL STOCK**

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is 10,000 shares of common stock having a par value of \$0.10 per share. Each of the voting shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. The Corporation elects not to have preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

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(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

#### ARTICLE IV REGISTERED OFFICE AND AGENT

The mailing address of the initial registered office of the Corporation in Florida is 1781 Harrington Park Drive, Jacksonville, Florida 32225, and the name of the initial registered agent of the Corporation at that address is James Donald Bagley.

#### ARTICLE V DIRECTORS

(a) Number. The Corporation shall have one (1) director. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Board of Directors. The name and address of the director of the Corporation at the time these Articles of Incorporation were executed are:

James Donald Bagley

1781 Harrington Park Drive  
Jacksonville, Florida 32225

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

#### ARTICLE VI BYLAWS

Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

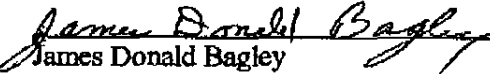
#### ARTICLE VII DURATION

The Corporation shall exist perpetually.

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**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Incorporation for the foregoing uses and purposes this 16 day of April, 2008.

  
James Donald Bagley

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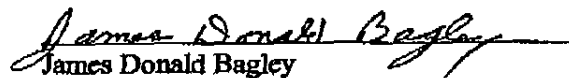
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501, Florida Statutes, On-Track Railroad Services, Inc., a Florida corporation (the "Corporation"), submits the following statement in designating the registered office/registered agent, in the State of Florida:

The Corporation has named James Donald Bagley, who maintains an office at 1781 Harrington Park Drive, Jacksonville, Florida 32225, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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

  
James Donald Bagley

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