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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-29-10
JLC

Hayes & Associates, P.A.

Attorneys and Counselors at Law

2320 The Woods Drive, West
Jacksonville, Florida 32246

E-mail address: hayeslaw@comcast.net

Dennis E. Hayes
Admitted to Florida and Georgia Bars

Telephone: (904) 220-3565
Facsimile: (904) 220-7080

July 22, 2010

Via Federal Express

The Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Old South Airborne & Rail Co., Inc.

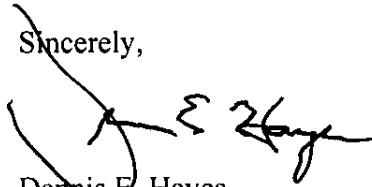
Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$78.75 to cover your charges as follows:

Filing Fee	\$ 35.00
Fee for Certified Copy of Articles of Incorporation	\$ 8.75
Fee for Filing Certificate of Registered Agent	\$ 35.00
TOTAL	\$ 78.75

Please file the original Articles and Certificate of Registered Agent, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Sincerely,



Dennis E. Hayes

DEH/cr

Enclosures

cc: Ms. Jennifer A. Becker

ARTICLES OF INCORPORATION
OF
OLD SOUTH AIRBORNE & RAIL CO., INC.

FILED
2010 JUL 26 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Old South Airborne & Rail Co., Inc. The corporation's initial principal office and mailing address are located at 1113 Kalmia Court, Saint Johns, Florida 32259.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on August 1, 2010.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2320 The Woods Drive West, Jacksonville, Florida 32246, and the name of the initial registered agent of this corporation is Dennis E. Hayes. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jennifer A. Becker	1113 Kalmia Court Saint Johns, Florida 32259

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jennifer A. Becker	1113 Kalmia Court Saint Johns, Florida 32259

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX
PRE-EMPTIVE RIGHTS

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or

otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 22nd day of July, 2010.

Jennifer A. Becker (SEAL)
Jennifer A. Becker, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared Jennifer A. Becker () to me well known and known to me to be the individual described in or (X) who presented her drivers license or other identification FL 9L8260421818300 and who acknowledged to and before me that she executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 22nd day of July, 2010.

DENNIS E. HAYES
Notary Public, State of Florida
My comm. exp. May 9, 2014
Comm. No. DD 955017

Dennis E. Hayes
Notary Public, State of Florida at Large.
My Commission expires: _____

Type or Print name of notary

Commission No.

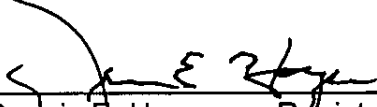
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

FILED
2010 JUL 26 PM 12:14
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Old South Airborne & Rail Co., Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 1113 Kalmia Court, Saint Johns, Florida 32259, has designated Dennis E. Hayes as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 2320 The Woods Drive West, Jacksonville, Florida 32246.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Old South Airborne & Rail Co., Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2320 The Woods Drive West, Jacksonville, Florida.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 22nd day of July, 2010.


Dennis E. Hayes, as Registered Agent