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**FLORIDA PROFIT/NON PROFIT CORPORATION
RAILROAD TECHNOLOGY CORPORATION**

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ARTICLES OF INCORPORATION

OF

RAILROAD TECHNOLOGY CORPORATION

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is RAILROAD TECHNOLOGY CORPORATION (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is one thousand (1,000) shares with a par value of each such share of one cent (.01).

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be 777 South Flagler Drive, Suite 800W, West Palm Beach, Florida 33401, and its mailing address shall be 777 South Flagler Drive, Suite 800W, West Palm Beach, Florida 33401.

ARTICLE VII

The name and address of the registered agent of the Corporation is:

Abraham M. Mora, Esquire
Kaye Scholer LLP
Phillips Point - West Tower
777 South Flagler Drive, Suite 900
West Palm Beach, Florida 33401

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

NAMEADDRESS

Robert M. Ness
President/Director

777 South Flagler Drive, Suite 800W
West Palm Beach, Florida 33401

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The name and address of the Incorporator of the Corporation is as follows:

NAMEADDRESS

Robert M. Ness

777 South Flagler Drive, Suite 800W
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, I have hereunto set my hand this 22 day of July, 2011.

INCORPORATOR


Robert M. Ness

STATE OF

COUNTY OF

The foregoing instrument was acknowledged before me this _____ day of _____, 2011, by ROBERT M. NESS, who is personally known to me or who has produced _____ as identification.

Notary Public

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

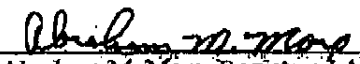
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is RAILROAD TECHNOLOGY CORPORATION
2. The name and address of the registered agent and office is Abraham M. Mora, Esquire, Kaye Scholer, LLP, Phillips Point, West Tower, Suite 900, 777 South Flagler Drive, West Palm Beach, Florida 33401.

INCORPORATOR


Robert M. Ness

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.


Abraham M. Mora, Registered Agent

Dated: July 22, 2011

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STATE OF FLORIDA

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