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CAPITAL CONNECTION

NO. 6040

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Florida Department of State
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MERGER OR SHARE EXCHANGE
RAILROAD TECHNOLOGY CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

Name and Street Address

Jurisdiction

Railroad Technology Corporation

Florida

SECOND: The name and jurisdiction of each merging corporation:

1. Railroad Technology Corporation

California

2. Railroad Technology Corporation

Florida

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

FIFTH: The Plan of Merger was adopted by the stockholders of the surviving corporation on July 25, 2011.

SIXTH: The Plan of Merger was adopted by the stockholders of the merging corporations on July 25, 2011.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity and Signatures

RAILROAD TECHNOLOGY CORPORATION,
a Florida Corporation

By: Robert M. Ness

Name: Robert M. Ness

Title: President

RAILROAD TECHNOLOGY CORPORATION,
a California Corporation

By: Robert M. Ness

Name: Robert M. Ness

Title: President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger, is being submitted in compliance with section 607.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Railroad Technology Corporation	Florida

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Railroad Technology Corporation	California
Railroad Technology Corporation	Florida

THIRD: The terms and conditions of the merger are as follows:

On the date the Article of Merger are filed and accepted by the Secretary of State of the State of Florida, Railroad Technology Corporation, a California corporation ("RTC California") shall be merged with and into Railroad Technology Corporation, a Florida corporation ("RTC Florida"). The separate existence of RTC California shall thereupon cease and RTC Florida shall continue its existence as the surviving corporation (the "Surviving Corporation") under Florida law under its present name. The parties hereto shall cause Articles of Merger to be executed and filed with the Secretary of State of the State of Florida and shall take all such other and further actions as may be required to make the merger effective. The merger shall become effective as of the date and time of the filing of the Articles of Merger (the "Effective Time").

FOURTH:

A. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the Surviving Corporation or any other corporation, in whole or in part, into cash or other property are as follows:

At the Effective Time, by virtue of the merger and without any further action on the part of RTC California or RTC Florida or any holder of any shares in any of such corporation, each share of RTC California or RTC Florida issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one share of the Surviving Corporation.

B. The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations or other securities of Surviving Corporation or any other corporation or, in whole or in part, into cash or other property are as follows:


N/A

Name of Entity and Signatures

RAILROAD TECHNOLOGY CORPORATION,
a Florida Corporation

By: 
Name: Robert M. Ness
Title:

RAILROAD TECHNOLOGY CORPORATION,
a California Corporation

By: 
Name: Robert M. Ness
Title: