

P95000061932

KELLY & PEMBROKE, P.A.
10570 SO FEDERAL HWY, SUITE 202
PORT ST LUCIE, FL 34952
(407) 335-2256
FAX (407) 335-9364

FILED
95 AUG 10 PM 2 50
TALLAHASSEE, FLORIDA

August 8, 1995

Department of State
Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: RAIL ENVIRONMENTAL SERVICES, INC.

Gentlemen:

I have enclosed the original and a copy of the articles of incorporation for RAIL ENVIRONMENTAL SERVICES, INC. and a check in the amount of \$122.50 computed as follows:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please certify the copy and return it to me.

Thank you very much for your attention to this matter.

Very truly yours,


William G. Pembroke, CPA

WGP/jmk
enclosures

100001557081
-08/10/95--01025--010
***122.50 ***122.50

MA
8-10-95

ARTICLES OF INCORPORATION
OF
RAIL ENVIRONMENTAL SERVICES, INC.

FILED
95 AUG 10 2 56
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is RAIL ENVIRONMENTAL SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is authorized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 917 NE JENSEN BEACH BOULEVARD, JENSEN BEACH, FL 34957 and the name of the initial registered agent of this corporation at the address is Gordon H. Veling. The principal address is the same as the registered office.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be either increased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Ronald Conte
391 NE Town Terrace
Jensen Beach FL 34957

John Balzer
1500 NE 35th Street
Jensen Beach FL 34957

Gordon H. Veling
2335 NW Bay Colony Drive
Stuart FL 34994

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Gordon H. Veling
2335 NW Bay Colony Drive
Stuart FL 34995

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or Directors or any former Officer or Directors, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has conferred upon these Articles of Incorporation on the 8th day of Aug, 1995.

[Signature]
Incorporator

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, Gordon H. Veling, personally appeared and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 8th day of Aug, 1995.

Joanne M. Kelly
Notary Public
State of Florida
at Large

My commission expires:
May 24, 1997



SEAL
TALLAHASSEE, FLORIDA

95 AUG 10 PM 2:56

FILED

ACCEPTANCE

I, Gordon H. Veling, state that I am a permanent resident of Martin County, Florida. I hereby accept the foregoing designation of Resident Agent for Rail Environmental Services, Inc. with its place of business at 917 NE Jensen Beach Blvd. Jensen Beach, Florida 34957.

[Signature]