

ROBERT N. LERNER, ESQUIRE
Post Office Box 150176
Altamonte Springs, Florida 32715
(407) 767-0099

P96000026933

March 23, 1996

RE: RAIL TRANSPORTATION TECHNICAL SERVICES CORPORATION

TO: Loria Poole
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fla. 32399

200001764492
-04/01/96--01036--019
*****70.00 *****70.00

DOCUMENTS ENCLOSED:

Articles of Incorporation
Check for \$ 70.00

INSTRUCTIONS:

Please file, a certified copy of articles is not necessary.
Thank you.

Respectfully submitted,

Robert N. Lerner, Esquire
RNL/ch

enc: Articles w/check

3/27 3/27

FILED
96 MAR 26 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RAIL TRANSPORTATION TECHNICAL SERVICES CORPORATION

ARTICLE I - NAME

The name of the corporation is RAIL TRANSPORTATION TECHNICAL SERVICES CORPORATION.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III-ADDRESS

The principal place of business and mailing address of the corporation shall be Post Office Box 2142, Winter Park, Florida 32790

ARTICLE IV - PURPOSES

1. The purpose of this Corporation is to seek out and identify persons with professional backgrounds in rail transportation who are qualified to perform rail inspections and related consulting services. Said persons would have familiarity with Amtrack standard policies and procedures and may be certified by Amtrack as inspectors; also, familiarity with the policies and functions of the American Association of Railroads (AAR), the National Transportation Safety Board and the Federal Railroad Association (FRA).
2. To Act as organizer and facilitator of consulting services as rail transportation inspectors and advisors for the above described persons. The Corporation will advertise their services, promote opportunities, coordinate and perform invoicing, collections, banking and other support accounting functions to further their professional activities
3. To seek out and identify vendors of technical and support goods to the rail transportation industry and to act as facilitator, brokers and manufacturer's representatives of these goods and products.
4. To work with Amtrack and other policy making bodies to help standardize and professionalize the rail transportation inspection and technical safety functions in the United States.
5. To engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

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TALLAHASSEE, FLORIDA

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock and have a par value of \$.01 per share.

ARTICLE VI- INITIAL REGISTERED

OFFICE AND AGENT

The initial registered office of this Corporation shall be 620 Jasmine Road, Altamonte Springs, Florida 32701, the initial registered agent of this Corporation at such office shall be Robert N. Lerner, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders. The names and addresses of the directors constituting the initial Board of Directors are:

NAME	ADDRESS
JOEL WELCH	P.O. Box 2142, Winter Park, FL 32790

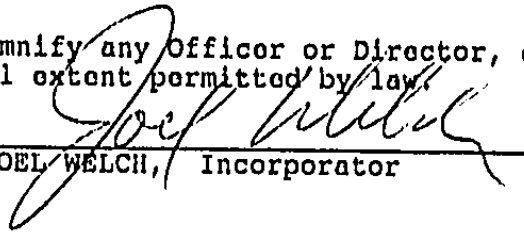
ARTICLES VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
JOEL WELCH	P.O. Box 2142, Winter Park, FL 32790

ARTICLES IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer of Director, to the full extent permitted by law.



JOEL WELCH, Incorporator

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing Articles of Incorporation of Rail Transportation Technical Services Corporation, were acknowledged before me this 24th day of March, 1996 by JOEL WELCH as Incorporator.



ROBERT LERNER
My Commission CC20754.
Expires Mar. 25, 1997
Huckleberry Associates, Inc.
800-422-1555


NOTARY PUBLIC-STATE OF FLORIDA

NAME:

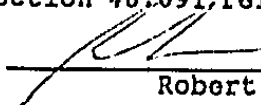
ADDRESS: 620 Cassman Rd

Altamonte Springs, FL
My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RAIL TRANSPORTATION
TECHNICAL SERVICES CORPORATION at the place designated in the Articles of
Incorporation, Robert N. Lerner agrees to act in this capacity and agrees to
comply with the provisions of Section 48.091, relative to keeping such office.

Date: 3.24.96


Robert N. Lerner

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