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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: RAIL CONNECTION TRANSPORT, INC.

AUDIT NUMBER.....H97000002595

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

Rail Connection Transport, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: Rail Connection Transport, Inc.

The principal place of business of this corporation shall be: 15601 S.W. 137th Ave.
Suite 215 Miami, Fl. 33177

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 7,500 at \$1.00 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

1. Mr. John E. Orta III P/D/T
15601 S.W. 137th Ave.
Suite 215
Miami, Fl. 33177
2. Mr. Jorge Serrano VP/D/S
5100 S.W. 106 Ave.
Miami, Fl. 33165

Prepared by: Carlos E. Garcia C.P.A.
11430 N. Kendall Dr. #225
Miami, FL 33176
(305) 274-7201

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02/12/97 11:03

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NO. 316 (A)

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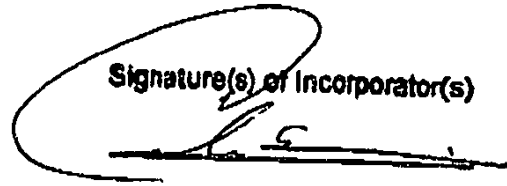
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Mr. Carlos E. Garcia CPA
11430 N. Kendall Drive #225
Miami, Fl. 33176

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 13th day of February, 1992.

Signature(s) of Incorporator(s)



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NO. 316 (1)

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

Pursuant to the provisions of Section 607.325, 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 Rail Connection Transport, Inc.

2. The name and address of the registered agent and office is:

Carlos E. Garcia C.P.A. 11430 N. Kendall Drive #225
(P.O. BOX NOT ACCEPTABLE)

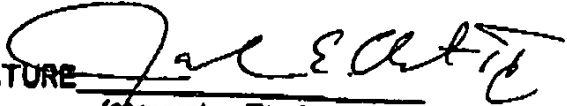
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE 
(corporate officer)

TITLE President

DATE 2/12/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 2/12/97

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