

P97000081320

TRANSMITTAL LETTER

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

SUBJECT: TRAIN CORE SERVICES, INC.

Enclosed is an original and one (1) copy of the articles of
incorporation and a check for \$122.50.

FROM: CARMEN-GLORIA RODRIGUEZ
6320 S.W. 139 Ct.
Miami, FL 33183
(305) 388-5214

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NOTE: Please provide the original and one copy of the articles.

2589-
W97-20943

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 19 AM 9:55

22
9/19/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 19 AM 9:55

September 11, 1997

CARMEN-GLORIA RODRIGUEZ
6320 S.W. 139 COURT
MIAMI, FL 33183

SUBJECT: TRAIN CORE SERVICES, INC.
Ref. Number: W97000020943

We have received your document for TRAIN CORE SERVICES, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 597A00045250

**ARTICLES OF INCORPORATION
OF
TRAIN CORE SERVICES INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 19 AM 9:55

The undersigned, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is:
TRAIN CORE SERVICES, INC., a Florida corporation.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under Chapter 607 Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at the just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote to be cast per share.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - STATUS

This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

ARTICLE VII - TERMS

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE IX - CORPORATION PRINCIPAL OFFICE AND AGENT

The corporation's principal office and/or mailing address will be the same as the initial registered office, 6320 SW 139 Ct., Miami, FL 33183. The name of the initial registered agent of this corporation is Carmen-Gloria Rodriguez, address 6320 SW 139 Ct, Miami, FL 33183.

**ARTICLE X - INITIAL BOARD OF DIRECTORS
AND INCORPORATORS**

This corporation shall have at least two directors initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors and incorporators who is signing these articles of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carmen-Gloria Rodriguez	6320 S.W. 139 Ct. Miami, Florida 33183.
Camille Wallace	420 N.W. 87th Dr. #403 Plantation, FL 33324

ARTICLE XI - INITIAL OFFICERS

The names and post office address of the first officers of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT:

Carmen-Gloria Rodriguez	6320 S.W. 139 Ct. Miami, Florida 33183.
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SECRETARY/TREASURER:

Camille Wallace	420 N.W. 87th Dr. #403 Plantation, FL 33324
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All of the said Directors and Officers are of full age and both are citizens of the United States.

ARTICLE XII - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE XIII - DISCLOSURE

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise

interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such corporation, who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

ARTICLE XIV - BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

ARTICLE XV - AMENDMENTS

An amendment to these Articles of Incorporation may be proposed by any shareholder of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the shareholders.

ARTICLE XVI - INDEBTEDNESS

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have made, executed, subscribed an acknowledged these Articles of Incorporation on the ____ day of September, 1997 for the purpose of forming this a Sub-Chapter "S" corporation under the laws of the State of Florida.

Name: Carmen-Gloria Rodriguez
Address: 6320 S.W. 139 Ct.
Miami, Florida 33183

Signature

Camille Wallace
420 N.W. 87th Dr.
#403
Plantation, FL 33324

Signature

STATE OF FLORIDA)
COUNTY OF DADE)

PERSONALLY APPEARED BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, CARMEN-GLORIA RODRIGUEZ and CAMILLE WALLACE to me known to be the Incorporators described in the foregoing Articles of Incorporation, and she acknowledged the same and after being first duly sworn, upon their oath, depose and says that it is intended in good faith to carry out the purposes and objects set forth therein.

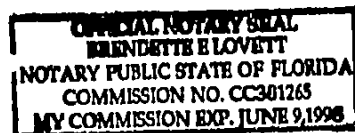
CARMEN-GLORIA RODRIGUEZ

CAMILLE WALLACE

SWORN TO AND SUBSCRIBED BEFORE ME
this 4th day of September, 1997

NOTARY PUBLIC, State of Florida at Large

My Commission expires:



STATE OF FLORIDA
Department of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 19 AM 9:55

Certificate Designating Place of Business or Domicile for the
Service of Process Within this State, Naming Agent
Upon Whom Process May Be Served

CARMEN-GLORIA RODRIGUEZ

The following is submitted, in compliance
with Chapter 48.091, Florida Statutes:

FIRST THAT TRAIN CORE SERVICES, INC. desiring to organize or
qualify under the laws of the State of Florida, with its principle
place of business at the County of Dade, State of Florida, has
named CARMEN-GLORIA RODRIGUEZ located at 6320 S.W. 139 Ct., Miami,
Florida 33183, County of Dade, State of Florida, as its agent to
accept service of process within Florida.

Signature: _____

CARMEN-GLORIA RODRIGUEZ
PRESIDENT

Date: _____

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THESE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS
DUTIES.

DATED THIS ____ DAY OF SEPTEMBER, 1997.

CARMEN-GLORIA RODRIGUEZ

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this ____ day of September, 1997,
personally appeared before me, an officer duly authorized to
administer oaths and take acknowledgments, CARMEN-GLORIA RODRIGUEZ
acknowledged to and before me that she signed and executed the
foregoing instrument as Incorporator of the Articles of
Incorporation of Train Core Services, Inc., for the uses and
purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, at Miami, Florida, the day and year last above
written.

Brendette E. Lovett
Notary Public, State of Florida

My Commission expires:

