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ATTORNEY AT LAW

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*P97000103661*

FILED STATES  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
91 DEC -9 PM 3:16

November 20, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200002355722--4  
-11/24/97-01126-012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: PALM BEACH LOCOMOTIVE WORKS, INC.

Dear Sir:

Please find enclosed my trust check in the amount of \$122.50 to cover the cost of filing the enclosed Articles of Incorporation in the above reference style.

Upon filing the original, please forward to my office a certified copy of the recorded document.

I thank you for your cooperation in this matter and if you have any questions, please feel free to contact my office.

Respectfully,

*Wayne R. Compton*

Wayne R. Compton

WRC/h1

*5*  
*789,2554,2550*  
*2/97-26699*

D. BROWN DEC - 9 1997



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

November 26, 1997

**WAYNE R. COMPTON, ESQ.**  
7436 LEM TURNER ROAD  
JACKSONVILLE, FL 32208

**SUBJECT: PALM BEACH LOCOMOTIVE WORKS, INC.**  
Ref. Number: W97000026699

We have received your document for PALM BEACH LOCOMOTIVE WORKS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 997A00056567

ARTICLES OF INCORPORATION

OF

PALM BEACH LOCOMOTIVE WORKS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 PM 3:16

I, the undersigned, files this document for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation, pursuant to the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is PALM BEACH LOCOMOTIVE WORKS, INC.

ARTICLE II. DURATION

This corporation is to have a perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or lawful business as permitted by laws of the State of Florida.

ARTICLE IV. CAPITALIZATION

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stocks.

ARTICLE V. PREEMPTIVE RIGHTS

Every stockholder 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 or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Rt. 3, Box 779, Callahan, Florida 32011, and the name of the initial registered agent of this corporation at that address is Carl Penticoff, and the principal place of business is the same.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Carl Penticoff Rt. 3, Box 779  
Callahan, Florida 32011

## ARTICLES OF INCORPORATORS

The name and address of the person signing these articles is: --

Carl Penticoff Rt. 3, Box 779  
Callahan, Florida 32011

IN WITNESS WHEREOF, I have executed these Articles  
of Incorporation in duplicate this 14 day of November 1997.

WITNESS:

WITNESS:

Harold P. Lambert Carl Penticoff  
Jamie H. Conytor CARL PENTICOFF

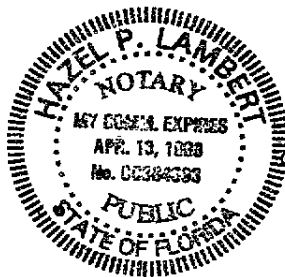
STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, the undersigned authority, duly authorized by law to administer oaths and take acknowledgments, personally appeared Carl Penticoff, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and before me, acknowledged his signature and to free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 14th day of November 1997.

Hazel P. Lambert  
Notary Public  
State of Florida at Large  
My Commission Expires:

I am hereby familiar with and accept the duties and responsibilities as Registered Agent for PALM BEACH LOCOMOTIVE WORKS, INC.



Carl Penticoff  
CARL PENTICOFF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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